

Hearing Date: December 17, 2013 at 10:00 a.m. (ET)  
Objection Deadline: December 9, 2013 at 4:00 p.m. (ET)

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*Special Foreclosure Review Counsel For  
Bankruptcy Issues to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)  
) Case No. 12-12020 (MG)

)  
) Chapter 11

)  
) Jointly Administered  
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**COVERSHEET FOR THIRD INTERIM AND FINAL APPLICATION OF  
PEPPER HAMILTON LLP AS SPECIAL FORECLOSURE REVIEW COUNSEL FOR  
BANKRUPTCY ISSUES FOR THE DEBTORS FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
MAY 15, 2012 THROUGH OCTOBER 31, 2013**

This is a(n):   \_\_ monthly                   \_\_ interim   X final application.

Name of Applicant:	Pepper Hamilton LLP (“ <b>Applicant</b> ”)
Authorized to Provide Professional Services to:	Residential Capital, LLC, <i>et al.</i> (collectively, the “ <b>Debtors</b> ”)
Date of Retention:	Order entered on October 11, 2012 retaining Applicant <i>nunc pro tunc</i> to May 14, 2012
Period for which Interim Compensation and Reimbursement is sought:	May 1, 2013 through October 31, 2013 (the “ <b>Interim Application Period</b> ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary for the Interim Application Period:	\$1,164,392.25
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary for the Interim Application Period:	\$14,973.79
Period for which Final Compensation and Reimbursement is sought:	May 15, 2012 through October 31, 2013 (the “ <b>Final Application Period</b> ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary for the Final Application Period:	\$5,300,886.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary for the Final Application Period:	\$125,553.64

**Summary of Monthly Applications for Interim Application Period**

<b>Date Served</b>	<b>Compensation Period</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Fees Paid</b>	<b>Expenses Paid</b>	<b>20% Holdback</b>
7/1/13	5/1/13-5/31/13	594,666.75	2,101.27	475,733.40	2,101.27	118,933.35
7/19/13	6/1/13-6/30/13	552,906.00	3,212.98	442,324.80	3,212.98	110,581.20
9/4/13	7/1/13-7/31/13	7,626.00	8,010.33	4,498.73	8,010.33	3,127.27
11/14/13	8/1/13-10/31/13	9,193.50 <sup>1</sup>	1,649.21 <sup>2</sup>	0.00	0.00	1,838.70
<b>TOTAL</b>		<b>1,164,392.25</b>	<b>14,973.79</b>	<b>922,556.93</b>	<b>13,324.58</b>	<b>234,480.52</b>

**Summary of Previous Interim Monthly Applications:**

<b>Interim Application</b>	<b>Application Period</b>	<b>Interim Fees Requested in Application</b>	<b>Fees Allowed</b>	<b>Fees Paid</b>	<b>Interim Expenses Requested in Application</b>	<b>Expenses Allowed</b>	<b>Expenses Paid</b>	<b>Amounts Remaining Unpaid</b>
First	5/15/12 to 12/31/12	2,226,584.25	2,226,584.25	2,226,584.25	87,327.73	85,827.73	85,827.73	0.00
Second	1/1/13 to 4/30/13	1,919,909.50	1,909,909.50	1,535,927.60	24,752.12	24,752.12	25,335.85	373,398.17 <sup>3</sup>

<sup>1</sup> To date, Applicant has not received payment with respect to any of the fees requested in Applicant's invoice for services rendered 8/1/13-10/31/13 (the "August through October Statement").

<sup>2</sup> To date, Applicant has not received payment with respect to the expenses requested in the August through October Statement.

<sup>3</sup> In Applicant's invoice for services rendered 1/1/13-1/31/13 (the "January Statement"), Applicant requested \$4,247.76 for expenses which included \$224.95 of charges for meals in excess of \$20.00 per person. In Applicant's invoice for services rendered 2/1/13-2/28/13 (the "February Statement"), Applicant requested \$9,911.66 for expenses which included \$358.78 of charges for meals in excess of \$20.00 per person. Subsequently, the United States Trustee filed its Objection to Applicant's first interim fee application (Docket No. 3310), specifically objecting to any charge for meals in excess of \$20.00 per person. Accordingly, in its Second Interim Fee Application, Applicant deducted \$224.95 from (a) the expense reimbursement it is requesting for the January Statement and (b) the 20% holdback for the January Statement. The 20% Holdback for the January Statement has been reduced from \$76,002.10 to \$75,777.15. Also, in its Second Interim Fee Application, Applicant deducted \$358.78 from (a) the expense reimbursement it is requesting for the February Statement and (b) the 20% holdback for the February Statement. The 20% Holdback for the February Statement has been reduced from \$91,954.85 to \$91,596.07.

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*Special Foreclosure Review Counsel For  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
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RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
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Debtors.	)	Jointly Administered
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**THIRD INTERIM AND FINAL APPLICATION OF PEPPER HAMILTON LLP AS  
SPECIAL FORECLOSURE REVIEW COUNSEL FOR BANKRUPTCY ISSUES FOR  
THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 15, 2012 THROUGH OCTOBER 31, 2013**

For its third interim application for compensation and reimbursement of expenses (the “**Application**”) for the interim period May 1, 2013 through October 31, 2013 (the “**Interim Application Period**”), and its final application for the period May 15, 2012 through October 31, 2013 (the “**Final Application Period**”), as well as the fees and expenses incurred by Applicant

in preparing, filing and serving the Application in the estimated amount of \$2,300.00, Pepper Hamilton LLP (“**Applicant**”), Special Foreclosure Review Counsel for Bankruptcy Issues to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

### **JURISDICTION, VENUE AND STATUTORY PREDICATES**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-447, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered January 29, 2013 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

### **BACKGROUND**

#### **A. The Chapter 11 Cases**

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors

are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine-member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

**B. Applicant’s Retention and Interim Compensation**

6. On October 11, 2012, the Court entered the Interim Order Authorizing the Retention and Employment of Pepper Hamilton LLP as Special Foreclosure Review Counsel for Bankruptcy Issues to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 1797], approving Applicant’s retention.

7. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors’ Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the U.S. Trustee (collectively, the “**Notice Parties**”).

8. On March 14, 2013, Applicant filed its First Interim Application of Pepper Hamilton LLP as Special Foreclosure Review Counsel for Bankruptcy Issues for the Debtors for Compensation and Reimbursement of Expenses Incurred for the Period May 15, 2012 Through

December 31, 2012 (the “**First Interim Application**”). [Docket No. 3187] In the First Interim Application, Applicant had requested \$2,226,584.25 in fees and \$87,327.73 in expenses.

9. On March 25, 2013, the U.S. Trustee filed its Omnibus Objection of the United States Trustee Regarding Fee Applications for Second Interim Awards of Compensation and Reimbursement of Out-Of-Pocket Expenses (the “**Objection**”), which included an objection to the First Interim Application. [Docket No. 3310] In response to the Objection, Applicant (a) with the permission of the Board of Governors of the Federal Reserve System (“**Federal Reserve**”), filed under seal Confidential Supervisory Information pursuant to 12 C.F.R. § 261.2 with respect to the fees incurred and (b) voluntarily reduced the expenses it requested by \$1,500.00, and the U.S. Trustee withdrew the Objection as to the First Interim Application.

10. The First Interim Application was heard at the hearing on June 12, 2013. At the hearing, the Court approved all of the fees and expenses requested by Applicant in the First Interim Application, subject to the voluntary reduction of \$1,500.00. On June 18, 2013, the Court entered the Order Granting Pepper Hamilton LLP’s Application For Allowance Of Interim Compensation And Reimbursement Of Expenses in the amount of \$2,226,584.25 in fees and \$85,827.73 in expenses. [Docket No. 3998] To date, Applicant has received \$2,312,411.98 in payment of all allowed fees and expenses from its First Interim Application and no amount remains unpaid.

11. On August 6, 2013, Applicant filed its Second Interim Application of Pepper Hamilton LLP as Special Foreclosure Review Counsel for Bankruptcy Issues for the Debtors for Compensation and Reimbursement of Expenses Incurred for the Period January 1, 2013 through April 30, 2013 (the “**Second Interim Application**”). [Docket No. 4521] In the

Second Interim Application, Applicant had requested \$1,919,909.50 in fees and \$24,754.12<sup>1</sup> in expenses.

12. The deadline to object to the Second Interim Application was August 21, 2013 for all interested parties other than the U.S. Trustee. The U.S. Trustee was granted an extension of time, until August 28, 2013, to file an Objection to Applicant's Application. On August 28, 2013, the U.S. Trustee filed its Omnibus Objection of the United States Trustee Regarding Fee Applications for Third Interim Awards of Compensation and Reimbursement of Out-Of-Pocket Expenses, which contained an objection to the Second Interim Application. [Docket No. 4869]

13. The Second Interim Application was heard at the hearing on September 11, 2013. At the hearing, the Court approved all of the fees and expenses requested by Applicant in the Second Interim Application, subject to Applicant's voluntary reduction in its request of \$10,000 in fees and \$583.73 in expenses. On September 25, 2013, the Court entered the Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses (the "Fee Application Order"). The Fee Application Order granted Applicant \$1,909,909.50 in fees and \$24,752.12 in expenses. [Docket No. 5205] To date, Applicant has received \$1,561,263.45 in payment of all allowed fees and expenses from its Second Interim Application and \$373,398.17 remains unpaid.

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<sup>1</sup> In Applicant's invoice for services rendered 1/1/13-1/31/13 (the "January Statement"), Applicant requested \$4,247.76 for expenses which included \$224.95 of charges for meals in excess of \$20.00 per person. In Applicant's invoice for services rendered 2/1/13-2/28/13 (the "February Statement"), Applicant requested \$9,911.66 for expenses which included \$358.78 of charges for meals in excess of \$20.00 per person. Subsequently, the United States Trustee filed its Objection to Applicant's first interim fee application (Docket No. 3310), specifically objecting to any charge for meals in excess of \$20.00 per person. Accordingly, in its Second Interim Fee Application, Applicant deducted \$224.95 from (a) the expense reimbursement it is requesting for the January Statement and (b) the 20% holdback for the January Statement. The 20% Holdback for the January Statement has been reduced from \$76,002.10 to \$75,777.15. Also, in its Second Interim Fee Application, Applicant deducted \$358.78 from (a) the expense reimbursement it is requesting for the February Statement and (b) the 20% holdback for the February Statement. The 20% Holdback for the February Statement has been reduced from \$91,954.85 to \$91,596.07.



14. On July 1, 2013, Applicant served its ninth monthly invoice covering the period from May 1, 2013 through May 31, 2013 (the “**May Statement**”) on the Notice Parties. On July 19, 2013, Applicant served its tenth monthly invoice covering the period from June 1, 2013 through June 30, 2013 (the “**June Statement**”) on the Notice Parties. On September 4, 2013, Applicant served its eleventh monthly invoice covering the period from July 1, 2013 through July 31, 2013 (the “**July Statement**”) on the Notice Parties. On November 14, 2013, Applicant served its twelfth monthly invoice covering the period from August 1, 2013 through October 31, 2013<sup>2</sup> (the “**August through October Statement**”) on the Notice Parties, and together with the May Statement, the June Statement, the July Statement and the August through October Statement (the “**Monthly Statements**”). As of the date hereof, Applicant has not received any objection to the Monthly Statements.

15. The total payments received by Applicant as of the date hereof for fees and expenses incurred during the Interim Application Period are equal to: (i) 80% of requested compensation for the May Statement, the June Statement and the July Statement and (ii) 100% of requested expenses on the May Statement, the June Statement and the July Statement. Specifically, to date, the Applicant has received payments for fees and expenses incurred during the Interim Application Period totaling \$935,881.51 representing \$922,556.93 in fees and \$13,324.58 in expenses.

16. Attached as Exhibit B is a schedule of the total amount of fees incurred by Applicant during the Interim Application Period. In accordance with the terms of its employment, all services performed by Applicant have been in connection with the bankruptcy workstream (the “**Bankruptcy Workstream**”) under the Consent Order defined in, and all as

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<sup>2</sup> The deadline to object to Applicant’s invoice for services rendered 8/1/13-10/31/13 (the “August through October Statement”) is December 4, 2013.

more fully described in, Debtors' Application for an Order Under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014 Authorizing the Debtors to Employ and Retain Pepper Hamilton LLP as Special Foreclosure Review Counsel for Bankruptcy Issues to the Debtors *Nunc Pro Tunc* to May 14, 2012 [Docket No. 1426].

17. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of Applicant's practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Interim Application Period, setting forth the name of each attorney and paraprofessional who rendered services during the Interim Application Period, each attorney's year of bar admission and area of practice concentration, the aggregate time expended by each attorney and each paraprofessional, the hourly billing rate for each attorney and each paraprofessional at Applicant's current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases.

18. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as Exhibit D.

19. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Fee Statements and are attached hereto as Exhibit E. Except as otherwise noted on Exhibit E, all meal expenses were incurred during out-of-town travel.<sup>3</sup> In addition, although the

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<sup>3</sup> In accordance with the United States Trustee's guidelines, Applicant has billed no more than \$20.00 per person for meals in the May Statement and the June Statement.

Court's guidelines permit non-working travel to be billed at 50%, Applicant has not sought any compensation for non-working travel.

20. In addition, Pepper anticipates that it will incur \$2,300.00 in fees and expenses in the preparation of this Application.

21. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

22. The Monthly Fee Statements submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Interim Application Period is \$232,878.45. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

**DESCRIPTION OF SERVICES AND  
EXPENSES AND RELIEF REQUESTED**

23. In accordance with the terms of its employment, Applicant has provided legal advice and assistance to the independent consultant with respect to the Bankruptcy Workstream.

24. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors during the Interim Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the Chapter 11 cases. As the Court is aware, Applicant is not involved as a professional in the Chapter 11 cases, but rather provided services in connection with the Bankruptcy Workstream under the Consent Order, as more fully described in Debtors'

Application for an Order Under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014 Authorizing the Debtors to Employ and Retain Pepper Hamilton LLP as Special Foreclosure Review Counsel for Bankruptcy Issues to the Debtors *Nunc Pro Tunc* to May 14, 2012 [Docket No. 1426]. Accordingly, the majority of Applicant's time falls under the category P270 – Regulatory Review. In addition, Applicant prepared interim fee applications, which are categorized under Exhibit B - Fee Applications. The following is a summary of the most significant professional services rendered by Applicant during the Interim Application Period organized in accordance with the foregoing task codes:

- a. P270 – Regulatory Review  
Hours: 2,302.40; Fees: \$1,114,717.75

The services performed in this category included developing and refining the legal review process for bankruptcy law violations, working with PricewaterhouseCoopers, LLP to develop the loan review process for bankruptcy law violations and reviewing loan files to determine whether the Debtor's actions against borrowers or their property violated bankruptcy laws. A more complete description of the types of activities involved in carrying out the work required under the Consent Order was filed by Applicant under seal, with the consent of the Federal Reserve Board, in connection with Applicant's First Interim Application.

- b. B160 - Fee Applications  
Hours: 102.40; Fees: \$49,674.50

Activities in this category include the preparation of the Second Interim Application and Third Interim Application on behalf of Applicant; preparation of the proposed orders on behalf of Applicant for payment of its First Interim Application and Second Interim Application; assist with preparation of the proposed order on behalf of Hudson Cook, LLP, another law firm providing services pursuant to the Consent Order, for payment of its first

interim fee application; assisting in preparation of Hudson Cook, LLP's letter in response to the U.S. Trustee's Objection to Hudson Cook, LLP's First Interim Application; providing additional detail and information to the United States Trustee regarding activities involved in the Independent Foreclosure Review in response to the U.S. Trustee's Objection to Applicant's First Interim Application; preparation and filing of Applicant's Ex Parte Motion for Order Authorizing Pepper Hamilton LLP to File Its Response to United States Trustee's Objection to Fee Application Under Seal [Docket No. 3809] and the Supplement to same [Docket No. 3850]; preparation of Pepper Hamilton LLP's Response to The Objection of The United States Trustee to Pepper Hamilton's First Interim Fee Application (filed under seal) [Docket No. 3920]; preparation and filing of the Declaration of Deborah Kovsky-Apap In Support of Pepper Hamilton LLP's Response to The Objection of The United States Trustee to Pepper Hamilton's First Interim Fee Application [Docket No. 3950]; communicating with the Federal Reserve Board and preparation of the request to the Federal Reserve Board to authorize Applicant to file its response, including Confidential Supervisory Information, under seal; and preparation for the hearings on Applicant's First Interim Application and Second Interim Application.

25. Applicant is aware that the Court normally does not allow fees for time spent responding to an objection to a fee application, but respectfully submits that an exception is warranted in this instance. The basis for the Objection was that Applicant had not provided enough detail about the specific activities undertaken in connection with the Independent Foreclosure Review. However, Applicant was prohibited from disclosing such detailed information because it constitutes Confidential Supervisory Information pursuant to 12 C.F.R. § 261.2. See May 20, 2013 Letter from Board of Governors of Federal Reserve, attached hereto as Exhibit F. Moreover, Applicant reasonably believed that the level of detail provided was

adequate and appropriate, given the facts that (1) Applicant, though technically retained by the Debtors, served as independent counsel under the Consent Order; and (2) all of the work performed by Applicant was done at the direction and under the supervision of the Federal Reserve.

26. After it became apparent that Applicant was at risk of non-payment for the services it had provided in assisting the Federal Reserve to meet its supervisory goals, Applicant prepared and filed a formal request with the Federal Reserve, which the Federal Reserve granted, to allow Applicant to disclose Confidential Supervisory Information, in the form of a detailed response to the Objection. The Federal Reserve conditioned its approval on the Confidential Supervisory Information being filed under seal and being made available only to the Court and the office of the United States Trustee. Upon reviewing the Confidential Supervisory Information, the United States Trustee withdrew its Objection to Applicant's First Interim Application.

27. Applicant should not be penalized by disallowance of the fees incurred in responding to the Objection, including the fees incurred in obtaining the Federal Reserve's approval to disclose the Confidential Supervisory Information and preparing the Confidential Supervisory Information, where the objection resulted from Applicant's good-faith effort to comply with the Federal Reserve's confidentiality requirements, and not from any impropriety in the activities for which Applicant sought compensation.

28. The time records attached hereto as Exhibit E present more completely the work performed by Applicant during the Interim Application Period.

### **CONCLUSION**

29. Applicant believes that the services rendered during the Interim Application Period on behalf of the Debtors were reasonable and necessary within the meaning

of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

Applicant therefore respectfully requests that the Court enter an order allowing:

1. Compensation for services rendered by Applicant during the Interim Application Period in the amount of \$1,164,392.25;
2. Reimbursement of actual and necessary expenses incurred by Pepper Hamilton LLP during the Interim Application Period in the amount of \$14,973.79<sup>4</sup>;
3. Authorizing payment by the Debtors to Pepper Hamilton LLP in the total amount of \$1,179,366.04 for the Interim Application Period, to the extent not already paid by the Debtors;
4. Compensation for services rendered by Pepper Hamilton LLP during the Final Application Period in the amount of \$5,300,886.00;
5. Reimbursement of actual and necessary expenses incurred by Pepper Hamilton LLP during the Final Application Period in the amount of \$125,553.64;
6. Authorizing payment by the Debtors to Pepper Hamilton LLP in the total amount of \$5,426,439.64 for the Final Application Period, to the extent not already paid by the Debtors;
7. Authorizing the payment in the amount of \$2,300.00 for the fees and expenses incurred by Applicant in the preparing, filing and serving of the Application; and
8. Such other and further relief as this Court may deem just and proper.

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<sup>4</sup> The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

PEPPER HAMILTON LLP

/s/ Deborah Kovsky-Apap

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Dated: November 18, 2013

*Special Foreclosure Review Counsel For Bankruptcy  
Issues to the Debtors and Debtors in Possession*



**EXHIBIT A**

Hearing Date: December 17, 2013 at 10:00 a.m. (ET)  
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF  
THIRD INTERIM AND FINAL APPLICATION OF PEPPER HAMILTON LLP AS  
SPECIAL FORECLOSURE REVIEW COUNSEL FOR BANKRUPTCY ISSUES FOR  
THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 15, 2012 THROUGH OCTOBER 31, 2013**

I, Deborah Kovsky-Apap, hereby certify that:

1. I am a partner with the applicant firm, Pepper Hamilton LLP (the “**Firm**”),  
which serves as Special Foreclosure Review Counsel for Bankruptcy Issues to Residential  
Capital, LLC., et al., as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm's compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-447, adopted by the Court on January 29, 2013 (the "**Local Guidelines**"), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the "**UST Guidelines**") and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the "**Interim Compensation Order**") [Docket No. 172], and collectively with the Local Guidelines and UST Guidelines, the "**Guidelines**"), in connection with the Firm's application, dated August 5, 2013 (the "**Application**"), for interim compensation and reimbursement of expenses for the period commencing May 1, 2013 through and including October 31, 2013, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:
- (a) I have read the Application;
  - (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
  - (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm's clients; and
  - (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. I certify that all airfare for which reimbursement is sought was coach class.<sup>8</sup>

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<sup>8</sup> Any upgrades from coach class were complimentary or were paid for by the person traveling and have not been billed to the Debtors.

5. In respect of Section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm provided the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm's fees and expenses accrued during the previous months.

6. In respect of Section B.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

s/ Deborah Kovsky-Apap  
Deborah Kovsky-Apap  
4000 Town Center, Suite 1800  
Southfield, MI 48075  
Telephone: (248) 359-7331  
Facsimile: (248) 359-7700  
E-mail: kovskyd@pepperlaw.com

Dated: November 18, 2013

*Special Foreclosure Review Counsel for  
Bankruptcy Issues to the Debtors and  
Debtors in Possession*

**EXHIBIT B**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY  
BY PEPPER HAMILTON LLP ON BEHALF OF THE DEBTORS FOR THE PERIOD  
MAY 1, 2013 THROUGH OCTOBER 31, 2103**

**Compensation by Matter**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
B160	Fees – Applicant Fee Application <sup>9</sup>	102.40	49,674.50
P270	Regulatory Reviews	2,302.40	1,114,717.75
<b>Total Fees Incurred</b>		<b>2,404.80</b>	<b>1,164,392.25</b>

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<sup>9</sup> Included in this amount is 58.00 hours of work related to responding to and resolving the United States Trustee's objection to the first and second interim fee applications of Pepper Hamilton LLP and Hudson Cook, LLP, in the amount of \$31,899.00.

**EXHIBIT C**

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PEPPER HAMILTON LLP MAY 1, 2013 THROUGH OCTOBER 31, 2103				
Name of Professional	Department and Licensure	Total Hours Billed	Hourly Billing Rate	Total Compensation
<b><u>Partners/Of Counsel</u></b>				
Apfel, Gary	Financial Services 1976	301.90	850.00	256,615.00
Braun, Kelly B.	Financial Services 1995	45.40	470.00	21,338.00
Detweiler, Donald	Corporate Restructuring and Bankruptcy 1992	29.20	635.00	18,542.00
Fournier, David	Corporate Restructuring and Bankruptcy 1989	11.30	660.00	7,458.00
Friedman, Joel M.	White Collar Litigation and Investigations 1968	118.55	610.00	72,315.50
Hertzberg, Robert S.	Corporate Restructuring and Bankruptcy 1979	7.00	800.00	5,600.00
Kimmel, Christine	Real Estate 1996	27.40	450.00	12,330.00
Kovsky-Apap, Deborah	Corporate Restructuring and Bankruptcy 2003	134.70	500.00	67,350.00
Kress, Kay S.	Corporate Restructuring and Bankruptcy 1986	104.40	495.00	51,678.00
Murphy, David	Commercial Litigation 1973	51.00	550.00	28,050.00
Murray, Daniel G.	Financial Services 1993	82.45	545.00	44,935.25
Poltrock, Leigh A.	Financial Services 1996	49.80	380.00	18,924.00
Scari, William	Corporate Securities 1980	11.40	690.00	7,866.00
Scotti, Benjamin F.	White Collar Litigation and Investigations 2004	134.00	470.00	62,980.00
Stratton, David	Corporate Restructuring and Bankruptcy 1978	15.50	750.00	11,625.00
Vanderpool, Lee	Financial Services 2001	8.50	550.00	4,675.00
VandeWyngearde, James	Commercial Litigation 1998	15.30	400.00	6,120.00
Wagner, William R.	Financial Services 1992	141.85	800.00	113,480.00
Wisotsky, Audrey	Commercial Litigation 1998	25.65	610.00	15,646.50
<b><u>Associates</u></b>				
Casey, Linda J.	Corporate Restructuring and Bankruptcy 1996	82.00	470.00	38,540.00
Coccia, Erik L.	Corporate Restructuring and Bankruptcy 2010	199.70	265.00	52,920.50
Custer, Michael	Corporate Restructuring and Bankruptcy 2006	7.70	405.00	3,041.50
DiValentino, Catherine A.	Financial Services 2010	108.80	325.00	35,360.00
Harris, Alexander L.	Commercial Litigation 2011	59.90	290.00	17,371.00
Holtzman, Chad B.	Commercial Litigation 2009	129.20	365.00	47,158.00
Mavraganis, Andrew	Financial Services 2011	59.70	290.00	17,313.00
Schanne III, John	Corporate Restructuring and Bankruptcy 2008	14.80	350.00	5,180.00
Smarr, Nefertiri R.	Commercial Litigation 2009	133.20	365.00	48,618.00
Tooley, Ryan R.	Financial Services 2010	69.40	240.00	16,656.00
Welwarth, Lesley S.	Corporate Restructuring and Bankruptcy 2011	124.10	250.00	31,025.00

Name of Professional	Department and Licensure	Total Hours Billed	Hourly Billing Rate	Total Compensation
<b><u>Paralegals/ Paraprofessionals</u></b>				
Henry, Susan	Paralegal	72.90	235.00	17,131.50
Shields, Angeline	Bankruptcy Assistant	0.30	55.00	16.50
<b>Total Professional Hours and Fees</b>		<b>2,404.80</b>		<b>1,164,392.25</b>
<b>Total Hourly Blended Rate (excluding Paralegals/Paraprofessionals)</b>			494.33	

**EXHIBIT D**

**EXPENSE SUMMARY  
MAY 1, 2013 THROUGH OCTOBER 31, 2103**

<b>Description</b>	<b>Amount</b>
Meals	313.17
PACER, Docket Search, Reference Service	5,275.30
Messenger Service (courier)	170.10
Messenger Service (FedEx)	782.76
Conference Calls	181.00
Travel Expenses:	
- Airfare (coach class)	3,646.78
- Car Rental and Gas	452.62
- Internet (Airline and Hotel)	0.00
- Hotel	3,365.73
- Mileage	27.23
- Parking	40.00
- Taxi	706.20
- Tolls	0.00
- WIFI	12.90
<b>TOTAL</b>	<b>\$14,973.79</b>



# **EXHIBIT E**

**Pepper Hamilton LLP**  
Attorneys at Law

Wells Fargo Tower  
333 South Grand Avenue  
Suite 1670  
Los Angeles, CA 90071-9500  
213.293.3130  
Fax 213.628.8690

Gary Apfel  
direct dial: 213.293.3160  
direct fax: 866.307.1028  
apfelg@pepperlaw.com

July 1, 2013

**VIA FEDERAL EXPRESS**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Darren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor  
New York, NY 10004  
Attn: Tracy Hope Davis, Linda A. Riffkin,  
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and  
Douglas H. Mannal

Kirkland & Ellis  
601 Lexington Avenue  
New York, NY 10022  
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and  
Jonathan H. Hofer

Residential Capital, LLC  
1100 Virginia Dr.  
Ft. Washington, Pennsylvania, 19034  
Attn: Tammy Hamzehpour

Re: ***In re Residential Capital, LLC, et al.***  
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Pepper Hamilton LLP's monthly fee statement for the period May 1, 2013 through May 31, 2013 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on July 2, 2013.

**Pepper Hamilton LLP**  
Attorneys at Law

July 1, 2013

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In the absence of a timely objection, the Debtors shall pay \$477,834.67, consisting of the sum of (a) \$475,733.40, an amount equal to 80% of the fees ( $\$475,733.40 = \$594,666.75 \times 0.80$ ) and (b) 100% of the expenses (\$2,101.27) being requested in the Statement.

Objections to the Statement are due by July 22, 2013.

Sincerely,

PEPPER HAMILTON LLP

A handwritten signature in black ink that reads "Gary Apfel / SMH". The signature is written in a cursive, flowing style.

Gary Apfel  
Attorney at Law

SMH  
Enc.

**Pepper Hamilton LLP**  
Attorneys at Law

Suite 1670  
Wells Fargo Tower  
333 South Grand Avenue  
Los Angeles, CA 90071  
213.293.3130

REMITTANCE PAGE

Invoice Number: 10814577  
June 25, 2013  
Matter Number: 139697.00002

Tammy Hamzehpour, General Counsel  
GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel  
Ally Financial, Inc.  
200 Renaissance Center  
Detroit, M 48265-2000

**RE: Foreclosure Look Back Review**

FOR PROFESSIONAL SERVICES RENDERED through May 31, 2013

Total Fees	\$594,666.75
Total Expenses and Services	\$2,101.27
Total Amount Due	\$596,768.02

PLEASE RETURN WITH REMITTANCE

To Wire Payment Wells Fargo Bank, Philadelphia, PA ABA# 121000248; Acct#: 2 0000 492 01 046  
Swift# WFBUS6S

PLEASE REFERENCE INVOICE NUMBER

# Pepper Hamilton LLP

Attorneys at Law

Suite 1670  
Wells Fargo Tower  
333 South Grand Avenue  
Los Angeles, CA 90071  
213.293.3130

Invoice Number: 10814577  
Client/Matter Number: 139697.00002  
June 25, 2013

Tammy Hamzehpour, General Counsel  
GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel  
Ally Financial, Inc.  
200 Renaissance Center  
Detroit, MI 48265-2000

Requesting Attorney: Gary Apfel

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED through May 31, 2013 as follows

**RE: Foreclosure Look Back Review**

Date	Name	Services	Time
5/1/13	G. Apfel	Review loan files.	4.30
5/1/13	J.M. Friedman	Review loan files.	4.00
5/1/13	D. Kovsky-Apap	Review loan files.	2.50
5/1/13	K. Kress	Review loan files.	0.90
5/1/13	D. Murray	Review loan files.	4.75
5/1/13	W.R. Wagner	Review loan files.	4.00
5/1/13	K.B. Braun	Review loan files.	0.40
5/1/13	L.J. Casey	Work on legal review process - PwC- requested changes to analysis of payment history.	1.50
5/1/13	L.J. Casey	Review loan files.	1.80
5/1/13	E.L. Coccia	Review loan files.	1.50
5/1/13	A.L. Harris	Review loan files.	2.60
5/1/13	C.B. Holtzman	Review loan files.	1.90
5/1/13	A. Mavraganis	Review loan files.	2.20
5/1/13	N.R. Smarr	Review loan files.	4.70
5/1/13	R.R. Tooley	Review loan files.	2.00
5/1/13	L.S. Welwarth	Review loan files.	2.60
5/1/13	S. Henry	Work on loan assignments	0.90
5/2/13	G. Apfel	Review loan files.	6.40

Ally Financial, Inc.

Client/Matter Number: 139697.00002

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Date	Name	Services	Time
5/2/13	G. Apfel	Work on legal review process - analysis of payment history.	0.60
5/2/13	G. Apfel	Review of PwC requested changes to analysis of payment history.	0.90
5/2/13	D.J. Detweiler	Review loan files.	2.00
5/2/13	J.M. Friedman	Review loan files.	4.50
5/2/13	R. Hertzberg	Review and revise response to objection to fees.	0.90
5/2/13	D. Kovsky-Apap	Work on proposed order re HudCo fees and expenses.	0.30
5/2/13	D. Kovsky-Apap	Review of PwC's requested changes to analysis of payment history.	0.90
5/2/13	D. Kovsky-Apap	Correspondence with reviewers and with PwC re document discrepancy in Citrix.	0.20
5/2/13	D. Kovsky-Apap	Review loan files.	3.30
5/2/13	K. Kress	Review of PwC requested changes to analysis of payment history.	0.80
5/2/13	D. Murphy	Review loan files.	2.90
5/2/13	D. Murray	Review loan files.	0.80
5/2/13	D. Murray	Review loan files.	2.00
5/2/13	W.R. Wagner	Review loan files.	4.00
5/2/13	A. Wisotsky	Review of PwC Requested Changes to Analysis of Payment History.	0.75
5/2/13	A. Wisotsky	Review loan files.	2.00
5/2/13	K.B. Braun	Review loan files.	0.80
5/2/13	C. Kimmel	Review loan files.	0.80
5/2/13	R.L. Vanderpool, IV	Review loan files.	0.75
5/2/13	J. VandeWyngearde	Review loan files.	0.80
5/2/13	L.J. Casey	Review loan files.	2.80
5/2/13	E.L. Coccia	Review loan files.	4.90
5/2/13	C.A. DiValentino	Review loan files.	0.90
5/2/13	A.L. Harris	Review loan file.	2.70
5/2/13	C.B. Holtzman	Review loan files.	3.40
5/2/13	A. Mavraganis	Review loan files.	4.40
5/2/13	N.R. Smarr	Review loan files.	3.80
5/2/13	R.R. Tooley	Review loan files.	3.40
5/2/13	L.S. Welwarth	Review loan files.	3.30
5/2/13	S. Henry	Work on loan assignments	0.90
5/2/13	S. Henry	Revise Hudson Cook proposed order for first interim fee application.	0.80
5/3/13	G. Apfel	Review loan files.	6.30

Ally Financial, Inc.

Client/Matter Number: 139697.00002

June 25, 2013

Invoice: 10814577

Page 3

Date	Name	Services	Time
5/3/13	G. Apfel	Work on response to UST objections.	1.10
5/3/13	D.J. Detweiler	Review loan files.	5.90
5/3/13	J.M. Friedman	Review loan files.	2.00
5/3/13	R. Hertzberg	Review Hudson Cook response letter.	0.20
5/3/13	R. Hertzberg	Conference call with D. Kovsky and G. Apfel re revision of response to UST objection.	0.50
5/3/13	D. Kovsky-Apap	Review loan files.	4.20
5/3/13	D. Kovsky-Apap	Work on response to UST objection to fee application.	0.90
5/3/13	K. Kress	Review loan files.	4.40
5/3/13	W.R. Wagner	Review loan files.	5.00
5/3/13	A. Wisotsky	Review loan files.	1.40
5/3/13	K.B. Braun	Review loan files.	0.70
5/3/13	C. Kimmel	Review loan files.	2.80
5/3/13	R.L. Vanderpool, IV	Review loan files.	1.50
5/3/13	L.J. Casey	Review loan files.	1.50
5/3/13	E.L. Coccia	Review loan files.	4.80
5/3/13	A.L. Harris	Review loan files.	1.90
5/3/13	C.B. Holtzman	Review loan files.	3.10
5/3/13	A. Mavraganis	Review loan files.	1.20
5/3/13	R.R. Tooley	Review loan files.	5.50
5/3/13	L.S. Welwarth	Review loan files.	0.80
5/3/13	S. Henry	Work on loan assignments	1.40
5/5/13	D. Kovsky-Apap	Review loan files.	3.80
5/5/13	W.R. Wagner	Review loan files.	4.00
5/5/13	L.J. Casey	Review loan files.	2.60
5/5/13	E.L. Coccia	Review loan files.	2.00
5/5/13	L.S. Welwarth	Review loan files.	3.80
5/6/13	G. Apfel	Review loan files.	7.30
5/6/13	J.M. Friedman	Review loan files.	3.75
5/6/13	D. Kovsky-Apap	Review loan files.	3.90
5/6/13	K. Kress	Review loan files.	3.20
5/6/13	D. Murphy	Review loan files.	0.80
5/6/13	D. Murray	Review loan files.	5.50
5/6/13	W.R. Wagner	Review loan files.	4.00
5/6/13	A. Wisotsky	Review loan files.	0.90
5/6/13	K.B. Braun	Review loan files.	2.10
5/6/13	B.F. Scotti	Review loan files.	3.50
5/6/13	E.L. Coccia	Review loan files.	6.50

Ally Financial, Inc.

Client/Matter Number: 139697.00002

June 25, 2013

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Date	Name	Services	Time
5/6/13	C.A. DiValentino	Review loan files.	6.00
5/6/13	A.L. Harris	Review loan files.	2.40
5/6/13	C.B. Holtzman	Review loan files.	2.10
5/6/13	A. Mavraganis	Review loan files.	2.40
5/6/13	N.R. Smarr	Review loan files.	7.00
5/6/13	R.R. Tooley	Review loan files.	6.00
5/6/13	L.S. Welwarth	Review loan files.	6.80
5/6/13	S. Henry	Work on loan assignments	1.70
5/7/13	G. Apfel	Review loan files.	5.10
5/7/13	G. Apfel	Work on legal review process - FAQ's.	1.40
5/7/13	J.M. Friedman	Review loan files.	2.00
5/7/13	D. Kovsky-Apap	Work on response to UST objection to fee application.	3.80
5/7/13	D. Kovsky-Apap	Review loan files.	3.50
5/7/13	K. Kress	Review loan files.	3.90
5/7/13	D. Murphy	Review loan files.	3.00
5/7/13	D. Murray	Review loan files.	2.50
5/7/13	W.R. Wagner	Review loan files.	4.00
5/7/13	K.B. Braun	Review loan files.	1.90
5/7/13	B.F. Scotti	Review loan files.	3.00
5/7/13	E.L. Coccia	Review loan files.	6.30
5/7/13	C.A. DiValentino	Review loan files.	3.25
5/7/13	C.B. Holtzman	Review loan files.	5.20
5/7/13	A. Mavraganis	Review loan files.	2.20
5/7/13	N.R. Smarr	Review loan files.	3.50
5/7/13	R.R. Tooley	Review loan files.	7.75
5/7/13	L.S. Welwarth	Review loan files.	0.30
5/7/13	S. Henry	Work on loan assignments	1.00
5/8/13	G. Apfel	Work on loan review process - bankruptcy standing review; observation reporting to GMAC.	2.60
5/8/13	G. Apfel	Conference call with FRB, FDIC, PwC and Hudco.	0.80
5/8/13	G. Apfel	Review loan files.	4.40
5/8/13	J.M. Friedman	Review loan files.	4.75
5/8/13	D. Kovsky-Apap	Participate in status conference call with FRB.	0.80
5/8/13	D. Kovsky-Apap	Review loan files.	2.90
5/8/13	D. Kovsky-Apap	Work on loan review process - escalation report to be provided to GMACM.	0.40
5/8/13	D. Kovsky-Apap	Work on loan review process - standing review; stay period.	0.40
5/8/13	K. Kress	Review loan files.	4.70



Ally Financial, Inc.

Client/Matter Number: 139697.00002

June 25, 2013

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Date	Name	Services	Time
5/8/13	D. Murphy	Review loan files.	3.40
5/8/13	D. Murray	Review loan files.	1.75
5/8/13	W.R. Wagner	Review loan files.	3.50
5/8/13	A. Wisotsky	Review loan files.	0.60
5/8/13	K.B. Braun	Review loan files.	2.50
5/8/13	C. Kimmel	Review loan files.	0.80
5/8/13	B.F. Scotti	Review loan files.	3.20
5/8/13	L.J. Casey	Review loan files.	3.10
5/8/13	E.L. Coccia	Review loan files.	5.00
5/8/13	C.A. DiValentino	Review loan files.	1.00
5/8/13	A.L. Harris	Review loan files.	2.40
5/8/13	C.B. Holtzman	Review loan files.	4.30
5/8/13	A. Mavraganis	Review loan files.	3.20
5/8/13	N.R. Smarr	Review loan files.	7.20
5/8/13	S. Henry	Work on loan assignments	2.40
5/9/13	G. Apfel	Review loan files.	6.10
5/9/13	D.J. Detweiler	Review loan files.	2.00
5/9/13	J.M. Friedman	Review loan files.	2.75
5/9/13	R. Hertzberg	Review revised response to UST objection to Pepper.	0.40
5/9/13	D. Kovsky-Apap	Review loan files.	2.80
5/9/13	D. Kovsky-Apap	Work on loan review process - escalation report; stay period; standing review.	0.50
5/9/13	K. Kress	Review loan files.	2.80
5/9/13	D. Murphy	Review loan files.	2.00
5/9/13	D. Murray	Review loan files.	3.50
5/9/13	W.R. Wagner	Review loan files.	3.00
5/9/13	B.F. Scotti	Review loan files.	7.50
5/9/13	J. VandeWyngearde	Review loan files.	0.50
5/9/13	E.L. Coccia	Review loan files.	6.00
5/9/13	A.L. Harris	Review loan files.	3.80
5/9/13	N.R. Smarr	Review loan files.	3.50
5/9/13	R.R. Tooley	Review loan files.	2.25
5/9/13	L.S. Welwarth	Review loan files.	4.10
5/9/13	S. Henry	Work on loan assignments	3.00
5/10/13	G. Apfel	Review loan files.	6.60
5/10/13	G. Apfel	Work on response to UST objections.	0.60
5/10/13	J.M. Friedman	Review loan files.	3.50
5/10/13	R. Hertzberg	Work on response to UST objections.	0.20
5/10/13	D. Kovsky-Apap	Review loan files.	3.10

Ally Financial, Inc.

Client/Matter Number: 139697.00002

June 25, 2013

Invoice: 10814577

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Date	Name	Services	Time
5/10/13	D. Kovsky-Apap	Work of loan review process - standing review.	0.10
5/10/13	D. Kovsky-Apap	Work on request to FRB to disclose CSI.	0.10
5/10/13	D. Murphy	Review loan files.	1.20
5/10/13	D. Murray	Review loan files.	4.75
5/10/13	K.B. Braun	Review loan files.	3.50
5/10/13	C. Kimmel	Review loan files.	0.80
5/10/13	L.A. Poltrock	Review loan files.	3.30
5/10/13	B.F. Scotti	Review loan files.	1.40
5/10/13	R.L. Vanderpool, IV	Review loan files.	1.50
5/10/13	A.L. Harris	Review loan files.	5.70
5/10/13	C.B. Holtzman	Review loan files.	3.60
5/10/13	N.R. Smarr	Review loan files.	0.80
5/10/13	R.R. Tooley	Review loan files.	2.00
5/10/13	L.S. Welwarth	Review loan files.	3.70
5/10/13	S. Henry	Work on loan assignments	1.20
5/10/13	S. Henry	Work on Hudon Cook proposed fee application order	0.20
5/11/13	K.B. Braun	Review loan files.	1.00
5/11/13	C.A. DiValentino	Review loan files.	1.50
5/12/13	D. Kovsky-Apap	Review loan files.	1.10
5/13/13	G. Apfel	Review loan files.	5.80
5/13/13	G. Apfel	Conference call with FRB re UST objections.	0.50
5/13/13	G. Apfel	Work on request to FRB re filing of UST response under seal pursuant to 12 CFR 261.22.	1.10
5/13/13	G. Apfel	Work on loan review process - bankruptcy standing; observation process.	1.80
5/13/13	J.M. Friedman	Review loan files.	3.00
5/13/13	D. Kovsky-Apap	Work on loan review process - additional reporting requested by PwC.	0.20
5/13/13	D. Kovsky-Apap	Review loan files.	0.90
5/13/13	D. Kovsky-Apap	Telephone conference with FRB re proposed response to UST's objection.	0.50
5/13/13	D. Kovsky-Apap	Work on request to FRB for authorization to disclose confidential supervisory information.	1.30
5/13/13	D. Murphy	Review loan files.	2.90
5/13/13	D. Murray	Review loan files.	3.50
5/13/13	A. Wisotsky	Review loan files.	1.20
5/13/13	A. Wisotsky	Review loan files.	0.10
5/13/13	C. Kimmel	Review loan files.	2.30
5/13/13	A.L. Harris	Review loan files.	1.40

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Date	Name	Services	Time
5/13/13	C.B. Holtzman	Review loan files.	4.40
5/13/13	A. Mavraganis	Review loan files.	5.80
5/13/13	N.R. Smarr	Review loan files.	6.50
5/13/13	R.R. Tooley	Review loan files.	4.50
5/13/13	L.S. Welwarth	Research for response to Trustee's fee application.	0.20
5/13/13	L.S. Welwarth	Review loan files.	3.60
5/13/13	S. Henry	Work on loan assignments	1.10
5/14/13	G. Apfel	Review loan files.	4.60
5/14/13	G. Apfel	Work on request to FRB to submit details of IFR.	1.10
5/14/13	G. Apfel	Work on legal review process - payment history analysis.	0.70
5/14/13	J.M. Friedman	Review loan files.	4.75
5/14/13	D. Kovsky-Apap	Work on legal review process - scope of review period.	0.30
5/14/13	D. Kovsky-Apap	Work on request to FRB to disclose CSI.	0.20
5/14/13	K. Kress	Review loan files.	3.10
5/14/13	D. Murphy	Review loan files.	2.20
5/14/13	D. Murray	Review loan files.	0.50
5/14/13	W.R. Wagner	Review loan files.	2.00
5/14/13	B.F. Scotti	Review loan files.	1.60
5/14/13	J. VandeWyngearde	Review loan files.	0.50
5/14/13	L.J. Casey	Work on legal review process - PwC- requested changes to analysis of payment history.	0.80
5/14/13	L.J. Casey	Review loan files.	4.20
5/14/13	C.B. Holtzman	Review loan files.	4.10
5/14/13	N.R. Smarr	Review loan files.	6.50
5/14/13	L.S. Welwarth	Review loan files.	3.40
5/14/13	S. Henry	Work on loan assignments	0.80
5/15/13	D.J. Detweiler	Review loan files.	1.30
5/15/13	J.M. Friedman	Review loan files.	4.75
5/15/13	K. Kress	Review loan files.	4.90
5/15/13	D. Murphy	Review loan files.	1.20
5/15/13	W.R. Wagner	Review loan files.	3.00
5/15/13	A. Wisotsky	Review loan files.	0.80
5/15/13	K.B. Braun	Review loan files.	1.40
5/15/13	C. Kimmel	Review loan files.	1.30
5/15/13	L.A. Poltrock	Review loan files.	4.10
5/15/13	C.A. DiValentino	Review loan files.	2.00
5/15/13	R.R. Tooley	Review loan files.	1.00
5/15/13	S. Henry	Work on loan assignments	0.60

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Date	Name	Services	Time
5/16/13	G. Apfel	Review loan files.	4.90
5/16/13	J.M. Friedman	Review loan files.	3.25
5/16/13	D. Murphy	Review loan files.	1.00
5/16/13	D. Murray	Review loan files.	4.25
5/16/13	W.R. Wagner	Review loan files.	3.00
5/16/13	A. Wisotsky	Review loan files.	2.10
5/16/13	K.B. Braun	Review loan files.	3.10
5/16/13	L.A. Poltrock	Review loan files.	4.50
5/16/13	B.F. Scotti	Review loan files.	2.40
5/16/13	C.A. DiValentino	Review loan files.	2.50
5/16/13	C.B. Holtzman	Review loan files.	3.60
5/16/13	S. Henry	Work on loan assignments	0.60
5/17/13	G. Apfel	Review loan files.	4.90
5/17/13	G. Apfel	Work on confidentiality request to FRB.	0.80
5/17/13	J.M. Friedman	Review loan files.	2.50
5/17/13	D. Kovsky-Apap	Work on legal review process - PwC's request for modification of reporting on standing issues; determination of full and modified stay periods.	0.70
5/17/13	K. Kress	Review loan files.	2.20
5/17/13	D. Murphy	Review loan files.	1.00
5/17/13	D. Murray	Review loan files.	1.25
5/17/13	A. Wisotsky	Review loan files.	3.10
5/17/13	K.B. Braun	Review loan files.	1.90
5/17/13	C. Kimmel	Review loan files.	0.20
5/17/13	E.L. Coccia	Review loan files.	1.20
5/17/13	C.B. Holtzman	Review loan files.	1.70
5/17/13	A. Mavraganis	Review loan files.	4.50
5/17/13	R.R. Tooley	Review loan files.	6.00
5/17/13	S. Henry	Work on loan assignments	2.90
5/17/13	S. Henry	Work on fee application.	0.10
5/18/13	D. Kovsky-Apap	Work on legal review process- start time of automatic stay.	0.20
5/18/13	E.L. Coccia	Review loan files.	3.60
5/19/13	D. Kovsky-Apap	Review loan files.	0.80
5/19/13	D. Kovsky-Apap	Work on request to Federal Reserve Board re Confidential Supervisory Information and motion to file under seal.	2.20
5/19/13	R.L. Vanderpool, IV	Review loan files.	3.00
5/19/13	E.L. Coccia	Review loan files.	5.20

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Date	Name	Services	Time
5/19/13	N.R. Smarr	Review loan files.	3.80
5/19/13	L.S. Welwarth	Review loan files.	2.40
5/20/13	G. Apfel	Work on loan review process - foreclosure communications, escrow payments.	1.60
5/20/13	G. Apfel	Review loan files.	5.60
5/20/13	D.J. Detweiler	Review loan files.	3.20
5/20/13	J.M. Friedman	Review loan files.	2.25
5/20/13	D. Kovsky-Apap	Review loan files.	5.30
5/20/13	D. Kovsky-Apap	Work on motion to file under seal Confidential Supervisory Information.	0.50
5/20/13	K. Kress	Review loan files.	2.50
5/20/13	D. Murphy	Review loan files.	2.70
5/20/13	D. Murray	Review loan files.	1.50
5/20/13	W.R. Wagner	Review loan files.	4.00
5/20/13	A. Wisotsky	Review loan files.	0.10
5/20/13	A. Wisotsky	Review loan files.	1.90
5/20/13	K.B. Braun	Review loan files.	1.30
5/20/13	B.F. Scotti	Review loan files.	3.60
5/20/13	R.L. Vanderpool, IV	Review loan files.	1.75
5/20/13	L.J. Casey	Review loan files.	3.10
5/20/13	E.L. Coccia	Review loan files.	5.60
5/20/13	C.A. DiValentino	Review loan files.	1.00
5/20/13	C.B. Holtzman	Review loan files.	3.10
5/20/13	A. Mavraganis	Review loan files.	2.90
5/20/13	N.R. Smarr	Review loan files.	4.70
5/20/13	R.R. Tooley	Review loan files.	5.00
5/20/13	L.S. Welwarth	Review loan files.	2.90
5/20/13	S. Henry	Work on loan assignments	1.10
5/20/13	S. Henry	Work on second interim fee application.	0.90
5/21/13	G. Apfel	Work on motion to file under seal.	0.60
5/21/13	G. Apfel	Work on response to UST.	1.10
5/21/13	G. Apfel	Review loan files.	5.40
5/21/13	D.J. Detweiler	Review loan files.	2.00
5/21/13	J.M. Friedman	Review loan files.	3.75
5/21/13	D. Kovsky-Apap	Work on legal review process - additional review period requested by PwC.	0.10
5/21/13	D. Kovsky-Apap	Work on loan review process - loan throughput and forecasting.	0.20
5/21/13	D. Kovsky-Apap	Prepare for meeting with FRB.	0.20

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Date	Name	Services	Time
5/21/13	D. Kovsky-Apap	Work on response to UST's objection to fee application.	0.50
5/21/13	D. Kovsky-Apap	Review loan files.	2.60
5/21/13	D. Kovsky-Apap	Work on motion to file under seal and proposed order re same.	1.00
5/21/13	K. Kress	Review loan files.	3.90
5/21/13	D. Murphy	Review loan files.	1.40
5/21/13	D. Murray	Review loan files.	1.50
5/21/13	W.R. Wagner	Review loan files.	4.00
5/21/13	K.B. Braun	Review loan file.	1.20
5/21/13	C. Kimmel	Review loan files.	3.00
5/21/13	E.L. Coccia	Review loan files.	2.00
5/21/13	C.A. DiValentino	Review loan files.	6.75
5/21/13	C.B. Holtzman	Review loan files.	2.20
5/21/13	N.R. Smarr	Review loan files.	1.70
5/21/13	R.R. Tooley	Review loan files.	3.50
5/21/13	L.S. Welwarth	Review loan files.	4.70
5/21/13	S. Henry	Work on loan assignments	1.40
5/21/13	S. Henry	Work on Pepper fee application.	1.30
5/22/13	G. Apfel	Review loan files.	5.70
5/22/13	J.M. Friedman	Review loan files.	3.50
5/22/13	R. Hertzberg	Work on motion to file under seal.	0.40
5/22/13	D. Kovsky-Apap	Participate in weekly status update call with FRB.	0.70
5/22/13	D. Kovsky-Apap	Review loan files.	2.30
5/22/13	D. Kovsky-Apap	Work on ex parte motion, proposed order, exhibits, draft response and cover letter to court.	1.30
5/22/13	K. Kress	Review loan files.	2.00
5/22/13	D. Murphy	Review loan files.	0.10
5/22/13	D. Murray	Review loan files.	6.00
5/22/13	W.R. Wagner	Review loan files.	4.00
5/22/13	K.B. Braun	Review loan files.	1.40
5/22/13	C. Kimmel	Review loan files.	0.80
5/22/13	L.A. Poltrock	Review loan files.	2.60
5/22/13	E.L. Coccia	Review loan files.	2.50
5/22/13	C.A. DiValentino	Review loan files.	5.00
5/22/13	C.B. Holtzman	Review loan files.	2.80
5/22/13	N.R. Smarr	Review loan files.	2.80
5/22/13	R.R. Tooley	Review loan files.	3.00
5/22/13	L.S. Welwarth	Review loan files.	1.10
5/22/13	S. Henry	Work on loan assignments.	1.00

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Date	Name	Services	Time
5/22/13	S. Henry	Work on Pepper second interim fee application.	1.40
5/22/13	S. Henry	Work on motion for authority to file document under seal.	1.60
5/23/13	J.M. Friedman	Review loan files.	0.50
5/23/13	D. Kovsky-Apap	Participate in weekly update call with PwC.	0.10
5/23/13	D. Kovsky-Apap	Review loan files.	2.00
5/23/13	D. Kovsky-Apap	Work on motion to file under seal.	0.20
5/23/13	K. Kress	Review loan files.	2.10
5/23/13	D. Murray	Review loan files.	4.25
5/23/13	W.R. Wagner	Review loan files.	3.00
5/23/13	L.A. Poltrock	Review loan files.	2.50
5/23/13	L.J. Casey	Review loan files.	2.60
5/23/13	E.L. Coccia	Review loan files.	0.50
5/23/13	C.A. DiValentino	Review loan files.	3.70
5/23/13	C.B. Holtzman	Review loan files.	3.70
5/23/13	N.R. Smarr	Review loan files.	2.00
5/23/13	R.R. Tooley	Review loan files.	3.50
5/23/13	L.S. Welwarth	Review loan files.	3.60
5/23/13	S. Henry	Work on loan assignments	1.00
5/23/13	S. Henry	Work on filing of motion authorizing filing Response under seal.	0.50
5/24/13	G. Apfel	Review loan files.	7.30
5/24/13	D.J. Detweiler	Review loan files.	3.10
5/24/13	J.M. Friedman	Review loan files.	2.75
5/24/13	D. Kovsky-Apap	Review loan files.	1.80
5/24/13	K. Kress	Review loan files.	2.80
5/24/13	D. Murray	Review loan files.	2.10
5/24/13	W.R. Wagner	Review loan files.	3.00
5/24/13	K.B. Braun	Review loan files.	1.00
5/24/13	C. Kimmel	Review loan files.	0.70
5/24/13	E.L. Coccia	Review loan files.	4.30
5/24/13	C.A. DiValentino	Review loan files.	0.50
5/24/13	C.B. Holtzman	Review loan files.	2.60
5/24/13	A. Mavraganis	Review loan files.	3.00
5/24/13	N.R. Smarr	Review loan files.	3.00
5/24/13	R.R. Tooley	Review loan files.	2.00
5/24/13	S. Henry	Monitor docket re possible entry of order authorizing filing Response under seal	0.10
5/24/13	S. Henry	Work on loan assignments	1.50
5/25/13	L.S. Welwarth	Review loan files.	4.10

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Date	Name	Services	Time
5/26/13	G. Apfel	Review loan files.	4.80
5/26/13	L.S. Welwarth	Review loan files.	3.80
5/27/13	G. Apfel	Review loan files.	3.80
5/27/13	D.J. Detweiler	Review loan files.	2.10
5/27/13	B.F. Scotti	Review loan files.	5.40
5/27/13	C.B. Holtzman	Review loan files.	5.10
5/28/13	G. Apfel	Review loan files.	6.30
5/28/13	D.J. Detweiler	Review loan files.	1.90
5/28/13	J.M. Friedman	Review loan files.	3.25
5/28/13	D. Kovsky-Apap	Review loan files.	0.60
5/28/13	D. Kovsky-Apap	Work on motion to file under seal.	0.30
5/28/13	K. Kress	Review loan files.	4.00
5/28/13	D. Murphy	Review loan files.	1.30
5/28/13	D. Murray	Review loan files.	4.00
5/28/13	W.R. Wagner	Review loan files.	4.00
5/28/13	A. Wisotsky	Review loan files.	0.75
5/28/13	A. Wisotsky	Review loan files.	0.40
5/28/13	C. Kimmel	Review loan files.	0.50
5/28/13	B.F. Scotti	Review loan files.	4.30
5/28/13	L.J. Casey	Review loan files.	4.10
5/28/13	E.L. Coccia	Review loan files.	9.00
5/28/13	C.A. DiValentino	Review loan files.	6.80
5/28/13	C.B. Holtzman	Review loan files.	5.30
5/28/13	A. Mavraganis	Review loan files.	2.60
5/28/13	N.R. Smarr	Review loan files.	9.80
5/28/13	R.R. Tooley	Review loan files.	4.50
5/28/13	S. Henry	Work on loan assignments	1.30
5/28/13	S. Henry	Work on motion to file under seal	0.10
5/29/13	G. Apfel	Review loan files.	4.80
5/29/13	G. Apfel	Work on legal review process - collection activities.	1.10
5/29/13	R. Hertzberg	Work on issue raised by UST re filing under seal.	0.20
5/29/13	D. Kovsky-Apap	Review loan files.	0.60
5/29/13	D. Kovsky-Apap	Telephone conference with UST re motion to file under seal.	0.30
5/29/13	D. Kovsky-Apap	Work on issue raised by UST re filing under seal.	0.20
5/29/13	D. Kovsky-Apap	Participate in status conference call with FRB.	0.40
5/29/13	D. Kovsky-Apap	Work on supplement to motion to filing under seal.	1.00
5/29/13	K. Kress	Review loan files.	3.70
5/29/13	D. Murphy	Review loan files.	3.00
5/29/13	D. Murray	Review loan files.	1.75



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Date	Name	Services	Time
5/29/13	W.R. Wagner	Review loan files.	3.00
5/29/13	A. Wisotsky	Review loan files.	0.60
5/29/13	K.B. Braun	Review loan files.	1.70
5/29/13	C. Kimmel	Review loan files.	2.00
5/29/13	L.A. Poltrock	Review loan files.	1.80
5/29/13	L.J. Casey	Review loan files.	3.90
5/29/13	E.L. Coccia	Review loan files.	8.10
5/29/13	C.A. DiValentino	Review loan files.	3.00
5/29/13	C.A. DiValentino	Review loan files.	2.50
5/29/13	C.B. Holtzman	Review loan files.	4.70
5/29/13	J.H. Schanne, II	Review loan files.	0.70
5/29/13	N.R. Smarr	Review loan files.	7.70
5/29/13	L.S. Welwarth	Review loan files.	1.60
5/29/13	L.S. Welwarth	Work on supplement to motion to file under seal.	0.90
5/29/13	S. Henry	Work on loan assignments	1.50
5/29/13	S. Henry	Work on motion to file response under seal.	0.30
5/30/13	G. Apfel	Review loan files.	6.10
5/30/13	G. Apfel	Work on observations.	1.40
5/30/13	D.J. Detweiler	Review loan files.	1.00
5/30/13	D. Kovsky-Apap	Review loan files.	0.80
5/30/13	D. Kovsky-Apap	Work on supplement to motion to file under seal.	1.10
5/30/13	D. Kovsky-Apap	Work on observations.	0.80
5/30/13	D. Murphy	Review loan files.	0.50
5/30/13	D. Murray	Review loan files.	2.50
5/30/13	W.R. Wagner	Review loan files.	3.00
5/30/13	A. Wisotsky	Review loan files.	0.25
5/30/13	K.B. Braun	Review loan files.	4.90
5/30/13	C. Kimmel	Review loan files.	1.50
5/30/13	L.A. Poltrock	Review loan files.	4.00
5/30/13	B.F. Scotti	Review loan files.	4.60
5/30/13	J. VandeWyngearde	Review loan files.	4.80
5/30/13	L.J. Casey	Review loan files.	4.50
5/30/13	E.L. Coccia	Review loan files.	7.80
5/30/13	C.B. Holtzman	Review loan files.	2.90
5/30/13	N.R. Smarr	Review loan files.	3.70
5/30/13	R.R. Tooley	Review loan files.	1.50
5/30/13	L.S. Welwarth	Review loan files.	1.40
5/30/13	S. Henry	Work on loan assignments	1.30
5/30/13	S. Henry	Monitor docket re possible entry of order allowing motion to file response under seal	0.10

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>
5/31/13	G. Apfel	Review loan files.	4.80
5/31/13	G. Apfel	Work on legal review process – BK non default review period, master loan form.	1.30
5/31/13	D.J. Detweiler	Review loan files.	1.00
5/31/13	J.M. Friedman	Review loan files.	5.75
5/31/13	R. Hertzberg	Work on proposed supplemental filing on sealing.	0.20
5/31/13	D. Kovsky-Apap	Review loan files.	0.80
5/31/13	D. Kovsky-Apap	Work on observations.	0.10
5/31/13	D. Kovsky-Apap	Work on supplement to motion to file under seal.	0.40
5/31/13	K. Kress	Review loan files.	5.30
5/31/13	D. Murray	Review loan files.	1.00
5/31/13	W.R. Wagner	Review loan files.	3.50
5/31/13	A. Wisotsky	Review loan files.	0.20
5/31/13	K.B. Braun	Review loan files.	2.00
5/31/13	L.A. Poltrock	Review loan files.	1.40
5/31/13	B.F. Scotti	Review loan files.	2.50
5/31/13	E.L. Coccia	Review loan files.	4.50
5/31/13	C.A. DiValentino	Review loan files.	7.50
5/31/13	A. Mavraganis	Review loan files.	1.20
5/31/13	N.R. Smarr	Review loan files.	3.30
5/31/13	R.R. Tooley	Review loan files.	3.00
5/31/13	S. Henry	Work on loan assignments.	1.50
5/31/13	S. Henry	Work on motion to file response under seal.	0.50

TOTAL CHARGEABLE HOURS ..... 1,239.55

TOTAL FEES ..... \$594,666.75

**Meals**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
05/14/13	CON1	Meals - GARY APFEL - TRAVEL TO PHILADELPHIA 5/7-5/9/13 - DINNER 5/7/13	1	20.00	20.00
05/14/13	CON1	Meals - GARY APFEL - TRAVEL TO PHILADELPHIA 5/7-5/9/13 - LUNCH WITH NICK MELITI OF PWC 5/8/13	1	21.86	21.86

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
05/14/13	CON1	Meals - GARY APFEL - TRAVEL TO PHILADELPHIA 5/7-5/9/13 - DINNER WITH NICK MELITI AND ADAM KELLY OF PWC 5/8/13	1	60.00	60.00
<b>SubTotal For: Meals</b>					<b>\$101.86</b>

**Pacer Services- Court Liaison**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
05/29/13	FEE11	Pacer Services	1	8.40	8.40
05/29/13	FEE11	Pacer Services	1	21.90	21.90
05/29/13	FEE11	Pacer Services	1	45.50	45.50
05/29/13	FEE11	Pacer Services	1	84.20	84.20
05/29/13	FEE11	Pacer Services	1	133.40	133.40
05/29/13	FEE11	Pacer Services	1	209.70	209.70
05/29/13	FEE11	Pacer Services	1	1.40	1.40
05/29/13	FEE11	Pacer Services	1	0.80	0.80
05/29/13	FEE11	Pacer Services	1	128.50	128.50
05/29/13	FEE11	Pacer Services	1	3.50	3.50
05/29/13	FEE11	Pacer Services	1	9.50	9.50
05/29/13	FEE11	Pacer Services	1	1.00	1.00
05/29/13	FEE11	Pacer Services	1	1.10	1.10
<b>SubTotal For: Pacer Services- Court Liaison</b>					<b>\$648.90</b>

**Filing Fees**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
05/15/13	FEE2	CASEY 042213 - US BANKRUPFAX COURT - SDNY - COURT CALL - Filing Fees	1	72.00	72.00
<b>SubTotal For: Filing Fees</b>					<b>\$72.00</b>

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**Travel Expense**

<b><u>Date</u></b>	<b><u>Code</u></b>	<b><u>Description</u></b>	<b><u>Units</u></b>	<b><u>Cost</u></b>	<b><u>Value</u></b>
05/14/13	TRV1	Travel Expense - GARY APFEL - TRAVEL TO PHILADELPHIA 5/7-5/9/13 - CAB FROM HOME TO LAX 5/7/13	1	57.00	57.00
05/14/13	TRV1	Travel Expense - GARY APFEL - TRAVEL TO PHILADELPHIA 5/7-5/9/13 - CAB FROM PHILLY AIRPORT TO HOTEL 5/7/13	1	35.45	35.45
05/14/13	TRV1	Travel Expense - GARY APFEL - TRAVEL TO PHILADELPHIA 5/7-5/9/13 - CAB FROM LAX TO HOME 5/9/13	1	58.00	58.00
05/17/13	TRV1	Travel Expense - 4/16-4/18/13 - BOSTON COACH G. APFEL 4/17/13 CAR SERVICE - Ground Transportation to Fort Washinton	1	105.46	105.46
<b>SubTotal For: Travel Expense</b>					<b>\$255.91</b>

**Travel Expense**

<b><u>Date</u></b>	<b><u>Code</u></b>	<b><u>Description</u></b>	<b><u>Units</u></b>	<b><u>Cost</u></b>	<b><u>Value</u></b>
05/22/13	TRV2	APFEL 05/07/13- 05/09/13: AIRFARE 05/07 LOS ANGELES TO PHILA ROUNDTrip; COACH CLASS AIRFARE COMPLIMENTARY UPGRADE	1	1,022.60	1,022.60
<b>SubTotal For: Travel Expense</b>					<b>\$1,022.60</b>

TOTAL EXPENSES..... \$2,101.27

TOTAL AMOUNT DUE..... \$596,768.02

Ally Financial, Inc.

Client/Matter Number: 139697.00002

June 25, 2013

Invoice: 10814577

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The following is a summary of the time dedicated and the fees charged to this matter by the Firm's professional staff:

		Hours	Rate	Fee
G. Apfel	Partner	142.40	850.00	121,040.00
D.J. Detweiler	Partner	25.50	635.00	16,192.50
J.M. Friedman	Partner	67.25	610.00	41,022.50
R. Hertzberg	Partner	3.00	800.00	2,400.00
D. Kovsky-Apap	Partner	73.00	500.00	36,500.00
K. Kress	Partner	57.20	495.00	28,314.00
D. Murphy	Partner	30.60	550.00	16,830.00
D. Murray	Partner	59.65	545.00	32,509.25
W.R. Wagner	Partner	71.00	800.00	56,800.00
A. Wisotsky	Partner	17.15	610.00	10,461.50
K.B. Braun	Of Counsel	32.80	470.00	15,416.00
C. Kimmel	Of Counsel	17.50	450.00	7,875.00
L.A. Poltrock	Of Counsel	24.20	380.00	9,196.00
B.F. Scotti	Of Counsel	43.00	470.00	20,210.00
R.L. Vanderpool, IV	Of Counsel	8.50	550.00	4,675.00
J. VandeWyngearde	Of Counsel	6.60	400.00	2,640.00
L.J. Casey	Contract Atty	36.50	470.00	17,155.00
E.L. Coccia	Associate	91.30	265.00	24,194.50
C.A. DiValentino	Associate	53.90	325.00	17,517.50
A.L. Harris	Associate	22.90	290.00	6,641.00
C.B. Holtzman	Associate	69.80	365.00	25,477.00
A. Mavraganis	Associate	35.60	290.00	10,324.00
J.H. Schanne, II	Associate	0.70	350.00	245.00
N.R. Smarr	Associate	86.00	365.00	31,390.00
R.R. Tooley	Associate	66.40	240.00	15,936.00
L.S. Welwarth	Associate	59.10	250.00	14,775.00
S. Henry	Paralegal	38.00	235.00	8,930.00
Total		1239.55		\$594,666.75

**Pepper Hamilton LLP**  
Attorneys at Law

Wells Fargo Tower  
333 South Grand Avenue  
Suite 1670  
Los Angeles, CA 90071-9500  
213.293.3130  
Fax 213.628.8690

Gary Apfel  
direct dial: 213.293.3160  
direct fax: 866.307.1028  
apfelg@pepperlaw.com

July 19, 2013

**VIA FEDERAL EXPRESS**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Darren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor  
New York, NY 10004  
Attn: Tracy Hope Davis, Linda A. Riffkin,  
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and  
Douglas H. Manna

Kirkland & Ellis  
601 Lexington Avenue  
New York, NY 10022  
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and  
Jonathan H. Hofer

Residential Capital, LLC  
1100 Virginia Dr.  
Ft. Washington, Pennsylvania, 19034  
Attn: Tammy Hamzehpour

Re: ***In re Residential Capital, LLC, et al.***  
**Case No. 12-12020**

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Pepper Hamilton LLP's monthly fee statement for the period June 1, 2013 through June 30, 2013 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on July 22, 2013.

**Pepper Hamilton LLP**  
Attorneys at Law

July 19, 2013

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In the absence of a timely objection, the Debtors shall pay \$445,537.78, consisting of the sum of (a) \$442,324.80, an amount equal to 80% of the fees ( $\$442,324.80 = \$552,906.00 \times 0.80$ ) and (b) 100% of the expenses (\$3,212.98) being requested in the Statement.

Objections to the Statement are due by August 12, 2013.

Sincerely,

PEPPER HAMILTON LLP

A handwritten signature in cursive script that reads "Gary Apfel /SMH".

Gary Apfel  
Attorney at Law

SMH  
Enc.

**Pepper Hamilton LLP**  
Attorneys at Law

Suite 1670  
Wells Fargo Tower  
333 South Grand Avenue  
Los Angeles, CA 90071  
213.293.3130

REMITTANCE PAGE

Invoice Number: 10821123  
July 19, 2013  
Matter Number: 139697.00002

Tammy Hamzhepour, General Counsel  
GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel  
Ally Financial, Inc.  
200 Renaissance Center  
Detroit, M 48265-2000

**RE: Foreclosure Look Back Review**

FOR PROFESSIONAL SERVICES RENDERED from June 1, 2013 through June 30, 2013

Total Fees	\$552,906.00
Total Expenses and Services	\$3,212.98
Total Amount Due	\$556,118.98

PLEASE RETURN WITH REMITTANCE

To Wire Payment Wells Fargo Bank, Philadelphia, PA ABA# 121000248; Acct#: 2 0000 492 01 046  
Swift# WFBUS6S

PLEASE REFERENCE INVOICE NUMBER



## Pepper Hamilton LLP

Attorneys at Law

Suite 1670  
Wells Fargo Tower  
333 South Grand Avenue  
Los Angeles, CA 90071  
213.293.3130

Invoice Number: 10821123  
Client/Matter Number: 139697.00002  
July 19, 2013

Tammy Hamzhepour, General Counsel  
GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel  
Ally Financial, Inc.  
200 Renaissance Center  
Detroit, MI 48265-2000

Requesting Attorney: Gary Apfel

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED from June 1, 2013 through June 30, 2013 as follows:

**RE: Foreclosure Look Back Review**

Date	Name	Services	Time
6/2/13	D. Kovsky-Apap	Review loan files.	2.80
6/2/13	L.S. Welwarth	Review loan files.	2.40
6/3/13	G. Apfel	Review loan files.	7.20
6/3/13	D.J. Detweiler	Review loan files.	0.60
6/3/13	D. Fournier	Review Sharepoint instructions and related resource materials for loan review.	2.30
6/3/13	J.M. Friedman	Review loan files.	2.75
6/3/13	D. Kovsky-Apap	Respond to reviewer questions re determination of answers in review process.	0.20
6/3/13	D. Kovsky-Apap	Confer with R. Hertzberg re hearing on fee application.	0.10
6/3/13	D. Kovsky-Apap	Telephone conference with chambers re motion to file under seal and hearing on fee application.	0.20
6/3/13	D. Murphy	Review loan files.	1.80
6/3/13	D. Murray	Review loan files.	1.00
6/3/13	W.R. Wagner	Review loan files.	4.00
6/3/13	A. Wisotsky	Review loan files.	0.70
6/3/13	A. Wisotsky	Review loan files.	0.50
6/3/13	K.B. Braun	Review loan files.	2.00
6/3/13	B.F. Scotti	Review loan files.	3.50
6/3/13	J. VandeWyngearde	Review loan files.	0.20
6/3/13	L.J. Casey	Review loan files.	4.50

GMAC Mortgage, LLC  
Ally Financial, Inc.  
Client/Matter Number: 139697.00002  
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Page 2

Date	Name	Services	Time
6/3/13	C.A. DiValentino	Review loan files.	3.70
6/3/13	C.B. Holtzman	Review loan files.	4.20
6/3/13	A. Mavraganis	Review loan files.	2.10
6/3/13	N.R. Smarr	Review loan files.	5.40
6/3/13	L.S. Welwarth	Review loan files.	3.90
6/3/13	S. Henry	Work on loan assignments	1.00
6/3/13	S. Henry	Communications with D. Kovsky-Apap re response to be filed under seal.	0.10
6/4/13	G. Apfel	Review loan files.	8.10
6/4/13	D. Fournier	Review loan files.	2.90
6/4/13	J.M. Friedman	Review loan files.	2.75
6/4/13	R. Hertzberg	Work on seal of response and meeting to discuss U.S. Trustee objection.	0.60
6/4/13	D. Kovsky-Apap	Telephone conference with chambers re hearing date and order on seal motion.	0.10
6/4/13	D. Kovsky-Apap	Correspondence with UST re motion to file under seal and hearing date.	0.20
6/4/13	D. Kovsky-Apap	Receive and review order authorizing filing under seal.	0.10
6/4/13	D. Kovsky-Apap	Finalize and attend to filing and service of response.	0.50
6/4/13	D. Kovsky-Apap	Review loan files.	6.20
6/4/13	K. Kress	Review loan files.	3.70
6/4/13	D. Murphy	Review loan files.	0.20
6/4/13	D. Murray	Review loan files.	2.00
6/4/13	D. Stratton	Review loan files.	2.90
6/4/13	D. Stratton	Review loan files.	0.50
6/4/13	W.R. Wagner	Review loan files.	5.00
6/4/13	A. Wisotsky	Review loan files.	0.10
6/4/13	K.B. Braun	Review loan files.	0.30
6/4/13	L.A. Poltrock	Review loan files.	4.30
6/4/13	B.F. Scotti	Review loan files.	3.60
6/4/13	L.J. Casey	Review loan files.	1.20
6/4/13	E.L. Coccia	Review loan files.	8.40
6/4/13	M.J. Custer	Review loan files.	3.30
6/4/13	C.A. DiValentino	Review loan files.	2.20
6/4/13	A.L. Harris	Review loan files.	4.70
6/4/13	J.H. Schanne, II	Review loan files.	4.90
6/4/13	N.R. Smarr	Review loan files.	1.50
6/4/13	L.S. Welwarth	Review loan files.	6.60

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

July 19, 2013

Invoice: 10821123

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Date	Name	Services	Time
6/4/13	S. Henry	Work on loan assignments	3.00
6/4/13	S. Henry	Arrange for hand delivery of Pepper's Response to US Trustee's Office	0.30
6/4/13	S. Henry	Prepare Pepper's Response to be filed under seal with the US Bankruptcy Court	0.30
6/4/13	S. Henry	Communications with D. Kovsky-Apap re filing Pepper's response to be filed under seal	0.20
6/5/13	G. Apfel	Review loan files.	5.70
6/5/13	G. Apfel	Work on loan review process - fees schedule for observations; BK non default review period.	1.40
6/5/13	D. Fournier	Review loan files.	1.30
6/5/13	J.M. Friedman	Review loan files.	2.75
6/5/13	D. Kovsky-Apap	Participate in weekly status update call with FRB.	0.60
6/5/13	D. Kovsky-Apap	Review loan files.	0.70
6/5/13	D. Kovsky-Apap	Telephone conference with B. Masumoto re hearing.	0.10
6/5/13	D. Kovsky-Apap	Confer with R. Hertzberg re hearing.	0.10
6/5/13	D. Kovsky-Apap	Work on loan review process - separate reviews of bankruptcy non-default period and stay period, proposed remediation schedule for attorneys' fees.	1.50
6/5/13	K. Kress	Review loan files.	3.70
6/5/13	D. Murphy	Review loan files.	0.70
6/5/13	D. Murray	Review loan files.	0.25
6/5/13	D. Stratton	Review loan files.	0.90
6/5/13	W.R. Wagner	Review loan files.	4.00
6/5/13	A. Wisotsky	Review loan files.	1.50
6/5/13	A. Wisotsky	Review loan files.	1.00
6/5/13	L.A. Poltrock	Review loan files.	1.30
6/5/13	B.F. Scotti	Review loan files.	4.50
6/5/13	L.J. Casey	Review loan files.	2.40
6/5/13	E.L. Coccia	Review loan files.	7.90
6/5/13	C.A. DiValentino	Review loan files.	1.50
6/5/13	A.L. Harris	Review loan files.	4.10
6/5/13	J.H. Schanne, II	Review loan files.	2.20
6/5/13	L.S. Welwarth	Review loan files.	4.40
6/5/13	S. Henry	Work on loan assignments	1.30
6/6/13	G. Apfel	Review loan files.	5.60
6/6/13	D.J. Detweiler	Review loan files.	1.00
6/6/13	D. Fournier	Review loan files.	1.70
6/6/13	R. Hertzberg	Work on issues for hearing re fees.	0.60
6/6/13	K. Kress	Review loan files.	3.90

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

July 19, 2013

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Date	Name	Services	Time
6/6/13	D. Murphy	Review loan files.	2.60
6/6/13	D. Murray	Review loan files.	0.50
6/6/13	D. Stratton	Review loan files.	2.70
6/6/13	W.R. Wagner	Review loan files.	3.60
6/6/13	A. Wisotsky	Review loan files.	1.40
6/6/13	K.B. Braun	Review loan files.	4.20
6/6/13	C. Kimmel	Review loan files.	0.30
6/6/13	B.F. Scotti	Review loan files.	6.00
6/6/13	E.L. Coccia	Review loan files.	2.30
6/6/13	M.J. Custer	Review loan titles.	4.40
6/6/13	C.A. DiValentino	Review loan files.	1.80
6/6/13	A.L. Harris	Review loan files.	2.00
6/6/13	A. Mavraganis	Review loan files.	6.00
6/6/13	J.H. Schanne, II	Review loan files.	2.50
6/6/13	N.R. Smarr	Review loan files.	6.60
6/6/13	L.S. Welwarth	Review loan files.	1.00
6/6/13	S. Henry	Work on loan assignments.	2.30
6/7/13	G. Apfel	Review loan files.	6.50
6/7/13	G. Apfel	Conference call with UST.	0.70
6/7/13	R. Hertzberg	Work on status of talks with UST on fee objection.	0.40
6/7/13	D. Kovsky-Apap	Review loan files.	1.60
6/7/13	D. Kovsky-Apap	Work on conference call with UST re supplement to fee application.	1.70
6/7/13	K. Kress	Review loan files.	0.50
6/7/13	D. Murray	Review loan files.	5.00
6/7/13	W.R. Wagner	Review loan files.	0.50
6/7/13	A. Wisotsky	Review loan files.	1.30
6/7/13	C. Kimmel	Review loan files.	3.30
6/7/13	L.A. Poltrock	Review loan files.	1.00
6/7/13	B.F. Scotti	Review loan files.	2.30
6/7/13	E.L. Coccia	Review loan files.	5.20
6/7/13	C.A. DiValentino	Review loan files.	2.00
6/7/13	C.B. Holtzman	Review loan files.	4.10
6/7/13	J.H. Schanne, II	Review loan files.	0.20
6/7/13	L.S. Welwarth	Review loan files.	0.80
6/7/13	S. Henry	Prepare e-mail to G. Apfel re Pepper's response filed under seal.	0.10
6/7/13	S. Henry	Telephone call with US Bankruptcy Court re Pepper's response filed under seal.	0.10

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

July 19, 2013

Invoice: 10821123

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Date	Name	Services	Time
6/7/13	S. Henry	Work on loan assignments	0.80
6/8/13	A. Wisotsky	Review loan files.	1.00
6/8/13	B.F. Scotti	Review loan files.	4.50
6/9/13	R. Hertzberg	Begin preparation for hearing objection to fees.	1.60
6/9/13	D. Kovsky-Apap	Review loan files.	5.50
6/9/13	D. Kovsky-Apap	Work on loan review process - call notes.	0.10
6/9/13	B.F. Scotti	Review loan files.	5.80
6/9/13	E.L. Coccia	Review loan files.	0.60
6/10/13	G. Apfel	Review loan files.	6.40
6/10/13	D.J. Detweiler	Review loan files.	1.10
6/10/13	D. Fournier	Review loan files.	1.00
6/10/13	R. Hertzberg	Work on issues for presentation to court on objections.	0.30
6/10/13	D. Kovsky-Apap	Review loan files.	0.70
6/10/13	D. Kovsky-Apap	Work on hearing on fee application and affidavit in support of response to UST's objection.	2.50
6/10/13	D. Murphy	Review loan files.	0.60
6/10/13	D. Murray	Review loan files.	1.50
6/10/13	W.R. Wagner	Review loan files.	4.00
6/10/13	A. Wisotsky	Review loan files.	0.20
6/10/13	C. Kimmel	Review loan files.	1.40
6/10/13	L.A. Poltrock	Review loan files.	4.00
6/10/13	B.F. Scotti	Review loan files.	3.00
6/10/13	E.L. Coccia	Review loan files.	3.00
6/10/13	A.L. Harris	Review loan files.	4.30
6/10/13	C.B. Holtzman	Review loan files.	3.20
6/10/13	A. Mavraganis	Review loan files.	2.30
6/10/13	J.H. Schanne, II	Review loan files.	0.70
6/10/13	N.R. Smarr	Review loan files.	2.00
6/10/13	L.S. Welwarth	Review loan files.	8.20
6/10/13	S. Henry	Work on loan assignments	1.40
6/10/13	S. Henry	Telephone calls from US Bankruptcy Court re response filed under seal	0.20
6/10/13	S. Henry	Communications with D. Kovsky-Apap re response filed under seal	0.30
6/11/13	G. Apfel	Review loan files.	5.30
6/11/13	G. Apfel	Prepare for meeting with Federal Reserve.	2.10
6/11/13	D. Fournier	Review loan files.	0.30
6/11/13	J.M. Friedman	Review loan files.	4.50

GMAC Mortgage, LLC  
Ally Financial, Inc.  
Client/Matter Number: 139697.00002  
July 19, 2013

Invoice: 10821123  
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Date	Name	Services	Time
6/11/13	R. Hertzberg	Work on declaration in support of fees and fee hearing.	0.50
6/11/13	D. Kovsky-Apap	Review loan files.	0.40
6/11/13	D. Kovsky-Apap	Telephone conference with UST re withdrawal of objection to fee application.	0.30
6/11/13	D. Kovsky-Apap	Telephone conference with chambers and UST re hearing.	0.10
6/11/13	D. Kovsky-Apap	Prepare for hearing.	0.70
6/11/13	K. Kress	Review loan files.	4.00
6/11/13	D. Murphy	Review loan files.	1.70
6/11/13	D. Murray	Review loan files.	0.75
6/11/13	D. Stratton	Review loan files.	0.30
6/11/13	W.R. Wagner	Review loan files.	3.75
6/11/13	A. Wisotsky	Review loan files.	0.10
6/11/13	B.F. Scotti	Review loan files.	3.00
6/11/13	L.J. Casey	Review loan files.	5.40
6/11/13	E.L. Coccia	Review loan files.	4.50
6/11/13	A.L. Harris	Review loan files.	2.20
6/11/13	C.B. Holtzman	Review loan files.	2.60
6/11/13	A. Mavraganis	Review loan files.	1.60
6/11/13	N.R. Smarr	Review loan files.	7.70
6/11/13	L.S. Welwarth	Review loan files.	4.70
6/11/13	S. Henry	Work on loan assignments	1.40
6/11/13	S. Henry	Work on and file Declaration of D. Kovsky-Apap in support of the response filed under seal.	1.20
6/12/13	G. Apfel	Review loan files.	5.80
6/12/13	G. Apfel	Work on loan review process with PWC.	0.90
6/12/13	G. Apfel	Prepare for meeting with FRB.	1.20
6/12/13	G. Apfel	Meeting with FRB.	0.80
6/12/13	J.M. Friedman	Review loan files.	5.50
6/12/13	D. Kovsky-Apap	Attend hearing telephonically on fee application.	1.80
6/12/13	D. Kovsky-Apap	Review loan files.	1.50
6/12/13	D. Kovsky-Apap	Confer with PwC re proposed revisions to BK Non-Default Review process.	0.30
6/12/13	D. Kovsky-Apap	Prepare for and participate in meeting with FRB.	1.00
6/12/13	D. Kovsky-Apap	Work on loan review process - data missing from loan files, revisions to SharePoint based on request.	0.50
6/12/13	K. Kress	Review loan files.	4.80
6/12/13	D. Murphy	Review loan files.	2.00
6/12/13	D. Murray	Review loan files.	4.50

GMAC Mortgage, LLC  
Ally Financial, Inc.  
Client/Matter Number: 139697.00002  
July 19, 2013

Invoice: 10821123  
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Date	Name	Services	Time
6/12/13	W. Scari	Review loan files.	3.50
6/12/13	D. Stratton	Review loan files.	2.00
6/12/13	W.R. Wagner	Review loan files.	2.50
6/12/13	C. Kimmel	Review loan files.	0.50
6/12/13	L.A. Poltrock	Review loan files.	3.20
6/12/13	B.F. Scotti	Review loan files.	2.30
6/12/13	L.J. Casey	Review loan files.	1.70
6/12/13	E.L. Coccia	Review loan files.	7.40
6/12/13	A.L. Harris	Review loan files.	1.40
6/12/13	C.B. Holtzman	Review loan files.	4.90
6/12/13	A. Mavraganis	Review loan files.	2.60
6/12/13	N.R. Smarr	Review loan files.	4.50
6/12/13	L.S. Welwarth	Review loan files.	2.10
6/12/13	S. Henry	Work on loan assignments	1.60
6/12/13	S. Henry	Work on second interim fee application.	0.40
6/13/13	G. Apfel	Work on legal review process - Non-Default review period.	0.80
6/13/13	G. Apfel	Work on remediation framework.	1.30
6/13/13	G. Apfel	Review loan files.	5.20
6/13/13	D. Kovsky-Apap	Draft proposed order on fee application.	0.40
6/13/13	D. Kovsky-Apap	Work on legal review process - potential modification of review process to clarify payment information.	0.40
6/13/13	D. Kovsky-Apap	Work on proposed order.	0.20
6/13/13	D. Kovsky-Apap	Review loan files.	0.60
6/13/13	K. Kress	Review loan files.	4.10
6/13/13	D. Murray	Review loan files.	0.75
6/13/13	W. Scari	Review loan files.	2.80
6/13/13	W.R. Wagner	Review loan files.	4.25
6/13/13	L.J. Casey	Review loan files.	5.80
6/13/13	E.L. Coccia	Review loan files.	7.00
6/13/13	A.L. Harris	Review loan files.	0.20
6/13/13	C.B. Holtzman	Review loan files.	4.80
6/13/13	N.R. Smarr	Review loan files.	0.50
6/13/13	S. Henry	Work on loan assignments	0.80
6/13/13	S. Henry	Work on second interim fee application.	1.80
6/14/13	G. Apfel	Review proposed fee order.	0.20
6/14/13	G. Apfel	Work on observations.	1.80
6/14/13	G. Apfel	Review loan files.	4.10

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Date	Name	Services	Time
6/14/13	G. Apfel	Work on remediation framework.	1.30
6/14/13	D.J. Detweiler	Review loan files.	1.00
6/14/13	J.M. Friedman	Review loan files.	2.50
6/14/13	D. Kovsky-Apap	Work on proposed fee order.	0.20
6/14/13	D. Kovsky-Apap	Work on observations.	1.40
6/14/13	D. Kovsky-Apap	Work on legal review process - modification to review process based on additional information requested by PwC, stay period payments, review of documents and correspondence in chapter 7 cases where borrower intended to keep property.	0.50
6/14/13	D. Kovsky-Apap	Review loan files.	3.90
6/14/13	K. Kress	Review loan files.	4.10
6/14/13	W. Scari	Review loan files.	0.80
6/14/13	D. Stratton	Review loan files.	1.00
6/14/13	W.R. Wagner	Review loan files.	4.00
6/14/13	C. Kimmel	Review loan files.	2.10
6/14/13	B.F. Scotti	Review loan files.	1.50
6/14/13	E.L. Coccia	Review loan files.	6.10
6/14/13	C.A. DiValentino	Review loan files.	6.00
6/14/13	A.L. Harris	Review loan files.	0.10
6/14/13	C.B. Holtzman	Review loan files.	4.40
6/14/13	J.H. Schanne, II	Review loan files.	1.70
6/14/13	L.S. Welwarth	Review loan files.	2.40
6/14/13	S. Henry	Work on loan assignments	2.00
6/15/13	K.B. Braun	Review loan files.	1.20
6/15/13	B.F. Scotti	Review loan files.	1.30
6/16/13	B.F. Scotti	Review loan files.	3.20
6/16/13	L.J. Casey	Review loan files.	2.30
6/16/13	L.S. Welwarth	Review loan files.	3.20
6/17/13	G. Apfel	Work on remediation framework.	1.80
6/17/13	G. Apfel	Review loan files.	3.80
6/17/13	G. Apfel	Work on observations.	2.10
6/17/13	D. Fournier	Review loan files.	0.40
6/17/13	J.M. Friedman	Review loan files.	3.00
6/17/13	D. Kovsky-Apap	Work on observations.	0.70
6/17/13	D. Kovsky-Apap	Review loan files.	3.60
6/17/13	K. Kress	Review loan files.	4.60
6/17/13	D. Stratton	Review loan files.	1.00
6/17/13	W.R. Wagner	Review loan files.	3.50



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Date	Name	Services	Time
6/17/13	A. Wisotsky	Review loan files.	0.25
6/17/13	K.B. Braun	Review loan files.	0.10
6/17/13	B.F. Scotti	Review loan files.	3.30
6/17/13	J. VandeWyngearde	Review loan files.	0.20
6/17/13	L.J. Casey	Review loan files.	1.90
6/17/13	E.L. Coccia	Review loan files.	0.40
6/17/13	C.A. DiValentino	Review loan files.	6.25
6/17/13	A.L. Harris	Review loan files.	0.30
6/17/13	C.B. Holtzman	Review loan files.	3.90
6/17/13	N.R. Smarr	Review loan files.	9.50
6/17/13	L.S. Welwarth	Review loan files.	0.30
6/17/13	S. Henry	Work on loan assignments	1.10
6/18/13	G. Apfel	Work on legal review process - payment history; Trustee report; certification of no objection.	0.90
6/18/13	G. Apfel	Review loan files.	5.30
6/18/13	G. Apfel	Review loan review issues from PWC to prepare for conference call.	1.80
6/18/13	G. Apfel	Conference call with PWC re loan review issues.	1.00
6/18/13	J.M. Friedman	Review loan files.	2.75
6/18/13	D. Kovsky-Apap	Work on loan review process: review and analysis of loan-specific questions raised by PwC for further investigation.	0.90
6/18/13	D. Kovsky-Apap	Participate in conference call with G. Apfel and PwC re loan-specific questions and additional reporting requested by PwC.	1.00
6/18/13	D. Kovsky-Apap	Review loan files.	0.80
6/18/13	D. Kovsky-Apap	Work on order allowing interim fees.	0.20
6/18/13	K. Kress	Review loan files.	1.70
6/18/13	W. Scari	Review loan files.	1.30
6/18/13	D. Stratton	Review loan files.	1.40
6/18/13	W.R. Wagner	Review loan files.	4.25
6/18/13	A. Wisotsky	Review loan files.	0.25
6/18/13	B.F. Scotti	Review loan files.	3.50
6/18/13	L.J. Casey	Review loan files.	2.50
6/18/13	E.L. Coccia	Review loan files.	5.50
6/18/13	C.A. DiValentino	Review loan files.	4.00
6/18/13	C.B. Holtzman	Review loan files.	3.10
6/18/13	L.S. Welwarth	Review loan files.	0.20
6/18/13	S. Henry	Work on loan assignments	0.90
6/19/13	G. Apfel	Conference call with FRB, FDIC and PWC.	0.30

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Date	Name	Services	Time
6/19/13	G. Apfel	Review loan files.	6.40
6/19/13	G. Apfel	Work on legal review process; payment history review.	1.20
6/19/13	G. Apfel	Work on fee application.	0.30
6/19/13	J.M. Friedman	Review loan files.	0.75
6/19/13	D. Kovsky-Apap	Review loan files.	2.20
6/19/13	K. Kress	Review loan files.	0.90
6/19/13	D. Murphy	Review loan files.	0.80
6/19/13	W. Scari	Review loan files.	1.20
6/19/13	W.R. Wagner	Review loan files.	2.25
6/19/13	A. Wisotsky	Review loan files.	0.20
6/19/13	L.J. Casey	Review loan files.	2.20
6/19/13	E.L. Coccia	Review loan files.	8.60
6/19/13	A.L. Harris	Review loan files.	3.10
6/19/13	C.B. Holtzman	Review loan files.	4.10
6/19/13	A. Mavraganis	Review loan files.	1.80
6/19/13	N.R. Smarr	Review loan files.	1.30
6/19/13	R.R. Tooley	Review loan files.	1.50
6/19/13	S. Henry	Work on loan assignments	1.10
6/19/13	S. Henry	Work on Order approving Pepper's first interim fee application	0.10
6/20/13	G. Apfel	Review loan files.	5.80
6/20/13	G. Apfel	Work on legal review process-recording observations, payment history review period. missing documents, and dates in call notes.	1.30
6/20/13	G. Apfel	Work on fee application.	0.30
6/20/13	D. Kovsky-Apap	Review loan files.	2.20
6/20/13	K. Kress	Review loan files.	2.10
6/20/13	W. Scari	Review loan files.	0.90
6/20/13	D. Stratton	Review loan files.	2.00
6/20/13	W.R. Wagner	Review loan files.	3.25
6/20/13	C. Kimmel	Review loan files.	0.60
6/20/13	L.J. Casey	Review loan files.	0.50
6/20/13	E.L. Coccia	Review loan files.	9.60
6/20/13	C.A. DiValentino	Review loan files.	4.70
6/20/13	C.B. Holtzman	Review loan files.	4.90
6/20/13	A. Mavraganis	Review loan files.	0.90
6/20/13	L.S. Welwarth	Review loan files.	2.90
6/20/13	S. Henry	Work on loans assignments	0.60

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Date	Name	Services	Time
6/21/13	G. Apfel	Work on loan review process - missing PACER documents.	0.80
6/21/13	G. Apfel	Review loan files.	6.40
6/21/13	D. Kovsky-Apap	Review loan files.	2.50
6/21/13	K. Kress	Review loan files.	3.40
6/21/13	W.R. Wagner	Review loan files.	4.00
6/21/13	B.F. Scotti	Review loan files.	6.80
6/21/13	E.L. Coccia	Review loan files.	6.90
6/21/13	C.A. DiValentino	Review loan files.	5.50
6/21/13	A.L. Harris	Review loan files.	2.70
6/21/13	C.B. Holtzman	Review loan files.	3.80
6/21/13	J.H. Schanne, II	Review loan files.	0.10
6/21/13	N.R. Smarr	Review loan files.	4.30
6/21/13	S. Henry	Work on loan assignments	1.30
6/22/13	K.B. Braun	Review loan files.	0.80
6/22/13	B.F. Scotti	Review loan files.	4.80
6/23/13	G. Apfel	Review loan files.	2.10
6/23/13	G. Apfel	Work on legal review process - payment history; list of error corrections for reviewers.	1.40
6/23/13	B.F. Scotti	Review loan files.	7.90
6/23/13	E.L. Coccia	Review loan files.	2.40
6/23/13	C.B. Holtzman	Review loan files.	1.00
6/24/13	G. Apfel	Review loan files.	6.80
6/24/13	G. Apfel	Conference call re legal review errors and change in process.	0.80
6/24/13	D. Fournier	Conference call re legal review errors and change in process.	1.40
6/24/13	J.M. Friedman	Review loan files.	3.50
6/24/13	J.M. Friedman	Conference call re legal review errors and change in process.	0.80
6/24/13	D. Kovsky-Apap	Work on legal review process - modification to review process based on additional information requested by PwC.	0.50
6/24/13	D. Kovsky-Apap	Conference call re legal review of errors and change in process.	1.00
6/24/13	K. Kress	Conference call re legal review errors and change in process.	0.80
6/24/13	D. Murphy	Review loan files.	1.90
6/24/13	D. Murphy	Conference call re legal review errors and change in process.	0.80

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Date	Name	Services	Time
6/24/13	D. Murray	Review loan files.	2.50
6/24/13	D. Murray	Conference call re legal review of errors and changes in process.	0.80
6/24/13	D. Stratton	Conference call re legal review errors and change in process.	0.80
6/24/13	W.R. Wagner	Review loan files.	5.00
6/24/13	K.B. Braun	Conference call re legal review of errors and change in process.	0.80
6/24/13	L.A. Poltrock	Conference call re legal review errors and change in process.	0.50
6/24/13	L.A. Poltrock	Review loan files	2.40
6/24/13	B.F. Scotti	Review loan files.	7.20
6/24/13	B.F. Scotti	Conference call re legal review errors and change in process.	0.80
6/24/13	J. VandeWyngearde	Review loan files.	1.50
6/24/13	J. VandeWyngearde	Conference call re legal review errors and change in process.	0.80
6/24/13	E.L. Coccia	Review loan files.	10.90
6/24/13	E.L. Coccia	Conference call re legal review errors and change in process.	0.80
6/24/13	C.A. DiValentino	Review loan files.	4.00
6/24/13	C.A. DiValentino	Conference call re legal review errors and change in process.	0.80
6/24/13	A.L. Harris	Review loan files.	2.10
6/24/13	A.L. Harris	Conference call re legal review errors and change in process.	0.80
6/24/13	C.B. Holtzman	Conference call re legal review errors and change in process.	0.80
6/24/13	C.B. Holtzman	Review loan files.	4.10
6/24/13	A. Mavraganis	Conference call re legal review errors and change in process.	0.80
6/24/13	A. Mavraganis	Review loan files.	1.80
6/24/13	J.H. Schanne, II	Conference call re legal review errors and change in process.	0.80
6/24/13	N.R. Smarr	Review loan files.	2.60
6/24/13	N.R. Smarr	Conference call re legal review errors and change in process.	0.80
6/24/13	L.S. Welwarth	Conference call re legal review errors and change in process.	0.80
6/24/13	L.S. Welwarth	Review loan files.	4.80

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Date	Name	Services	Time
6/24/13	S. Henry	Work on loan assignments.	2.40
6/25/13	G. Apfel	Work on revisions to Sharepoint instructions	0.70
6/25/13	G. Apfel	Work on legal review process - credit bureau reports, end of PwC review period.	0.90
6/25/13	G. Apfel	Review loan files.	6.80
6/25/13	J.M. Friedman	Review loan files.	2.00
6/25/13	D. Kovsky-Apap	Review loan files.	0.40
6/25/13	K. Kress	Review loan files.	2.20
6/25/13	D. Murphy	Review loan files.	3.70
6/25/13	W.R. Wagner	Review loan files.	4.50
6/25/13	K.B. Braun	Review loan files.	1.60
6/25/13	C. Kimmel	Review loan files.	0.60
6/25/13	L.A. Poltrock	Review loan files.	3.60
6/25/13	B.F. Scotti	Review loan files.	3.50
6/25/13	J. VandeWyngearde	Review loan files.	0.70
6/25/13	L.J. Casey	Review loan files.	2.40
6/25/13	E.L. Coccia	Review loan files.	3.40
6/25/13	C.A. DiValentino	Review loan files.	2.20
6/25/13	A.L. Harris	Review loan files.	5.00
6/25/13	C.B. Holtzman	Review loan files.	5.50
6/25/13	A. Mavraganis	Review loan files.	2.50
6/25/13	J.H. Schanne, II	Review loan files.	1.00
6/25/13	N.R. Smarr	Review loan files.	0.50
6/25/13	R.R. Tooley	Review loan files.	1.50
6/25/13	L.S. Welwarth	Review loan files.	5.50
6/25/13	S. Henry	Work on loan assignments	2.20
6/26/13	G. Apfel	Review loan files.	7.30
6/26/13	G. Apfel	Conference call with FRB, FDIC, PWC and Hudson Cook.	1.00
6/26/13	G. Apfel	Work on Sharepoint instructions.	0.70
6/26/13	J.M. Friedman	Review loan files.	7.75
6/26/13	D. Kovsky-Apap	Review loan files.	0.40
6/26/13	K. Kress	Review loan files.	2.70
6/26/13	D. Murphy	Review loan files.	0.80
6/26/13	D. Murray	Review loan files.	2.50
6/26/13	W. Scari	Review loan files.	0.90
6/26/13	W.R. Wagner	Review loan files.	4.00
6/26/13	K.B. Braun	Review loan files.	1.60
6/26/13	C. Kimmel	Review loan files.	1.10

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Date	Name	Services	Time
6/26/13	L.A. Poltrock	Review loan files.	2.00
6/26/13	B.F. Scotti	Review loan files.	4.30
6/26/13	J. VandeWyngearde	Review loan files.	3.80
6/26/13	L.J. Casey	Review loan files.	5.70
6/26/13	E.L. Coccia	Review loan files.	0.20
6/26/13	C.A. DiValentino	Review loan files.	5.50
6/26/13	A.L. Harris	Review loan files.	0.80
6/26/13	L.S. Welwarth	Review loan files.	6.10
6/26/13	S. Henry	Work on loan assignments	2.10
6/27/13	G. Apfel	Work on legal review process - pre-petition payments re Chapter 13.	0.70
6/27/13	G. Apfel	Review loan files.	8.10
6/27/13	J.M. Friedman	Review loan files.	8.00
6/27/13	D. Murphy	Review loan files.	0.60
6/27/13	D. Murray	Review loan files.	0.75
6/27/13	W.R. Wagner	Review loan files.	4.50
6/27/13	L.A. Poltrock	Review loan files.	3.30
6/27/13	B.F. Scotti	Review loan files.	4.40
6/27/13	J. VandeWyngearde	Review loan files.	1.50
6/27/13	L.J. Casey	Review loan files.	6.50
6/27/13	E.L. Coccia	Review loan files.	5.90
6/27/13	C.A. DiValentino	Review loan files.	2.75
6/27/13	A.L. Harris	Review loan files.	3.10
6/27/13	A. Mavraganis	Review loan files.	1.70
6/27/13	L.S. Welwarth	Review loan files.	4.70
6/27/13	S. Henry	Work on loan assignments	2.10
6/28/13	G. Apfel	Review loan files.	1.10
6/28/13	J.M. Friedman	Review loan files.	2.00
6/28/13	D. Kovsky-Apap	Participate in conference call with FRB re status update.	0.30
6/28/13	D. Kovsky-Apap	Review loan files.	0.40
6/28/13	D. Murphy	Review loan files.	2.20
6/28/13	L.J. Casey	Review loan files.	0.50
6/28/13	E.L. Coccia	Review loan files.	1.40
6/28/13	C.A. DiValentino	Review loan files.	2.00
6/28/13	A.L. Harris	Review loan files.	0.10
6/28/13	S. Henry	Work on loan assignments	0.40

TOTAL CHARGEABLE HOURS ..... 1,123.05

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TOTAL FEES ..... \$552,906.00

**Meals**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/18/13	CON1	Meals - GARY APFEL - TRAVEL TO PHILADELPHIA, PA 6/11-13/13 - LUNCH WITH NICK MELITI OF PWC 6/12/13	1	18.92	18.92
06/18/13	CON1	Meals - GARY APFEL - TRAVEL TO PHILADELPHIA, PA 6/11-13/13 - APFEL DINNER 6/11/13	1	20.00	20.00
		<b>SubTotal For: Meals</b>			<b>\$38.92</b>

**Messenger Service**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/25/13	MES2	S HENRY 060413 - ADMIRAL COURIER	1	25.95	25.95
06/25/13	MES2	S HENRY 060413 - ADMIRAL COURIER	1	25.95	25.95
		<b>SubTotal For: Messenger Service</b>			<b>\$51.90</b>

**Messenger Service**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/04/13	MES4	Messenger Service - Overnight Courier	1	14.73	14.73
06/04/13	MES4	Messenger Service - Overnight Courier	1	14.73	14.73
06/04/13	MES4	Messenger Service - Overnight Courier	1	14.73	14.73
06/04/13	MES4	Messenger Service - Overnight Courier	1	14.73	14.73
06/04/13	MES4	Messenger Service - Overnight Courier	1	14.73	14.73
06/04/13	MES4	Messenger Service - Overnight Courier	1	14.73	14.73
06/11/13	MES4	FedEx: Vito Genna, Clerk NEW YORK	1	14.73	14.73
06/11/13	MES4	FedEx: Hon Martin Glenn NEW YORK	1	14.73	14.73

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06/11/13	MES4	FedEx: Vito Genna, Clerk NEW YORK	1	14.64	14.64
06/18/13	MES4	FedEx: Vito Genna, Clerk NEW YORK	1	14.64	14.64
06/18/13	MES4	FedEx: Hon Martin Glenn NEW YORK	1	14.64	14.64
<b>SubTotal For: Messenger Service</b>					<b>\$161.76</b>

**Travel Expense**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/18/13	TRV1	Travel Expense - GARY APFEL - TRAVEL TO PHILADELPHIA, PA 6/11-13/13 - CAB FROM HOME TO LAX 6/11/13	1	58.00	58.00
06/18/13	TRV1	Travel Expense - GARY APFEL - TRAVEL TO PHILADELPHIA, PA 6/11-13/13 - CAB FROM PHILLY AIRPORT TO HOTEL 6/11/13	1	35.40	35.40
06/18/13	TRV1	Travel Expense - GARY APFEL - TRAVEL TO PHILADELPHIA, PA 6/11-13/13 - CAB FROM LAX TO HOME 6/13/13	1	59.00	59.00
06/20/13	TRV1	Travel Expense - 5/7/13-5/9/13 - BOSTON COACH G. APFEL 5/9/13 GROUND TRANSPORTATION TO PHILLY AIRPORT	1	78.66	78.66
06/20/13	TRV1	Travel Expense - 5/7/13 - 5/9/13 - BOSTON COACH G. APFEL 5/8/13 GROUND TRANSPORTATION TO FORT WASHINGTON	1	105.16	105.16
<b>SubTotal For: Travel Expense</b>					<b>\$336.22</b>

**Travel Expense**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/21/13	TRV2	KOVSKYAPAP 6/13/13 - AIRFARE 6/13 PHILADELPHIA TO DETROIT	1	736.59	736.59



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06/21/13	TRV2	APFEL 6/11 - 6/13/13 - AIRFARE 6/11 LOS ANGELES TO PHILA ROUNDTRIP; COACH CLASS AIRFARE COMPLIMENTARY UPGRADE	1	1,214.58	1,214.58
06/27/13	TRV2	KOVSKYAPAP 6/11/13 - AIRFARE 6/11 DETROIT TO NEW YORK	1	673.01	673.01
<b>SubTotal For: Travel Expense</b>					<b>\$2,624.18</b>

TOTAL EXPENSES..... \$3,212.98

TOTAL AMOUNT DUE..... \$556,118.98

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The following is a summary of the time dedicated and the fees charged to this matter by the Firm's professional staff:

		Hours	Rate	Fee
G. Apfel	Partner	150.30	850.00	127,755.00
D.J. Detweiler	Partner	3.70	635.00	2,349.50
D. Fournier	Partner	11.30	660.00	7,458.00
J.M. Friedman	Partner	51.30	610.00	31,293.00
R. Hertzberg	Partner	4.00	800.00	3,200.00
D. Kovsky-Apap	Partner	56.80	500.00	28,400.00
K. Kress	Partner	47.20	495.00	23,364.00
D. Murphy	Partner	20.40	550.00	11,220.00
D. Murray	Partner	22.80	545.00	12,426.00
W. Scari	Partner	11.40	690.00	7,866.00
D. Stratton	Partner	15.50	750.00	11,625.00
W.R. Wagner	Partner	70.85	800.00	56,680.00
A. Wisotsky	Partner	8.50	610.00	5,185.00
K.B. Braun	Of Counsel	12.60	470.00	5,922.00
C. Kimmel	Of Counsel	9.90	450.00	4,455.00
L.A. Poltrock	Of Counsel	25.60	380.00	9,728.00
B.F. Scotti	Of Counsel	91.00	470.00	42,770.00
J. VandeWyngearde	Of Counsel	8.70	400.00	3,480.00
L.J. Casey	Contract Atty	45.50	470.00	21,385.00
E.L. Coccia	Associate	108.40	265.00	28,726.00
M.J. Custer	Associate	7.70	395.00	3,041.50
C.A. DiValentino	Associate	54.90	325.00	17,842.50
A.L. Harris	Associate	37.00	290.00	10,730.00
C.B. Holtzman	Associate	59.40	365.00	21,681.00
A. Mavraganis	Associate	24.10	290.00	6,989.00
J.H. Schanne, II	Associate	14.10	350.00	4,935.00
N.R. Smarr	Associate	47.20	365.00	17,228.00
R.R. Tooley	Associate	3.00	240.00	720.00
L.S. Welwarth	Associate	65.00	250.00	16,250.00
S. Henry	Paralegal	34.90	235.00	8,201.50
Total		1123.05		\$552,906.00

**Pepper Hamilton LLP**  
Attorneys at Law

Wells Fargo Tower  
333 South Grand Avenue  
Suite 1670  
Los Angeles, CA 90071-9500  
213.293.3130  
Fax 213.628.8690

Gary Apfel  
direct dial: 213.293.3160  
direct fax: 866.307.1028  
apfelg@pepperlaw.com

September 3, 2013

**VIA FEDERAL EXPRESS**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Darren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Office of The United States Trustee  
U.S. Federal Office Building  
201 Varick Street, Suite 1006  
New York, NY 10014  
Attn: Tracy Hope Davis, Linda A. Riffkin,  
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and  
Douglas H. Mannal

Kirkland & Ellis  
601 Lexington Avenue  
New York, NY 10022  
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and  
Jonathan H. Hofer

Residential Capital, LLC  
1100 Virginia Dr.  
Ft. Washington, Pennsylvania, 19034  
Attn: Tammy Hamzehpour

Re: ***In re Residential Capital, LLC, et al.***  
**Case No. 12-12020**

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Pepper Hamilton LLP's monthly fee statement for the period July 1, 2013 through July 31, 2013 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on September 4, 2013.

**Pepper Hamilton LLP**  
Attorneys at Law

September 3, 2013

Page 2

In the absence of a timely objection, the Debtors shall pay \$14,111.13, consisting of the sum of (a) \$6,100.80, an amount equal to 80% of the fees ( $\$6,100.80 = \$7,626.00 \times 0.80$ ) and (b) 100% of the expenses (\$8,010.33) being requested in the Statement.

Objections to the Statement are due by September 24, 2013.

Sincerely,

PEPPER HAMILTON LLP

Handwritten signature of Gary Apfel in black ink.

Gary Apfel  
Attorney at Law

SMH  
Enc.

**Pepper Hamilton LLP**  
Attorneys at Law

Suite 3400  
Two California Plaza  
350 South Grand Avenue  
Los Angeles, CA 90071-3427  
213.928.9800

REMITTANCE PAGE

Invoice Number: 10823154  
August 28, 2013  
Matter Number: 139697.00002

Tammy Hamzehpour, General Counsel  
GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel  
Ally Financial, Inc.  
200 Renaissance Center  
Detroit, M 48265-2000

---

**RE: Foreclosure Look Back Review**

FOR PROFESSIONAL SERVICES RENDERED from July 1, 2013 through July 31, 2013

Total Fees	\$7,626.00
Total Expenses and Services	\$8,010.33
Total Amount Due	\$15,636.33

PLEASE RETURN WITH REMITTANCE

To Wire Payment Wells Fargo Bank, Philadelphia, PA ABA# 121000248; Acct#: 2 0000 492 01 046  
Swift# WFBUS6S

PLEASE REFERENCE INVOICE NUMBER

**Pepper Hamilton LLP**  
Attorneys at Law

Suite 3400  
Two California Plaza  
350 South Grand Avenue  
Los Angeles, CA 90071-3427  
213.928.9800

Invoice Number: 10823154  
Client/Matter Number: 139697.00002  
August 28, 2013

Tammy Hamzehpour, General Counsel  
GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel  
Ally Financial, Inc.  
200 Renaissance Center  
Detroit, M 48265-2000

Requesting Attorney: Gary Apfel

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED from July 1, 2013 through July 31, 2013 as follows:

**RE: Foreclosure Look Back Review**

Date	Name	Services	Time
7/13/13	S. Henry	Communications with G. Apfel re revised cover sheet for second interim fee application; Revise cover sheet for second interim fee application; Research re cover sheet form for second interim fee application;	0.60
7/15/13	G. Apfel	Work on Second Fee Applications.	1.50
7/25/13	D. Kovsky-Apap	Work on second interim fee application.	2.60
7/25/13	S. Henry	Monitor docket re notice of hearing date and objection deadline for fee application; Add payment information and hearing date and objection deadline to second interim fee application; Update fee applications status spreadsheet;	0.80
7/26/13	S. Henry	Review D. Kovsky-Apap's comments on second interim fee application; Revise second interim fee application; Analysis of payment history for second interim fee application. Prepare e-mails to J. Tutaj re meals and fees information for fee application;	1.20
7/29/13	G. Apfel	Work on Fee Application.	2.40
7/29/13	S. Henry	Discussions with G. Apfel re revisions to second interim fee application; Research re requirements for fee application content; Prepare e-mails to G. Apfel re fee application revisions;	1.10

**GMAC Mortgage, LLC**

Ally Financial, Inc.

Client/Matter Number: 139697.00002

August 28, 2013

Invoice: 10823154

Page 2

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>
7/30/13	G. Apfel	Work fee application.	1.20
7/30/13	D. Kovsky-Apap	Confer with G. Apfel re fee application.	0.10
7/30/13	S. Henry	Revise second interim fee application. Prepare e-mail to G. Apfel re ResCap request for invoice information.	1.10
7/31/13	G. Apfel	Work on fee application.	0.40
7/31/13	D. Kovsky-Apap	Receive and review revised exhibit to fee application.	0.10
7/31/13	S. Henry	Communications with G. Apfel re further revisions to second amended fee application; Revise second amended fee application; Prepare exhibits for second interim fee application;	1.80

TOTAL CHARGEABLE HOURS ..... 14.90

TOTAL FEES ..... \$7,626.00

**Meals**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/02/13	CON1	Out of Town Meals - DEBORAH KOVSKY-APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - MEAL 6/12/13	1	4.32	4.32
07/02/13	CON1	Out of Town Meals - DEBORAH KOVSKY-APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - MEAL WITH APFEL AND KOVSKY-APAP 6/12/13	1	40.00	40.00
07/02/13	CON1	Out of Town Meals - DEBORAH KOVSKY-APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - MEAL 6/11/13	1	20.00	20.00
07/02/13	CON1	Out of Town Meals - FOUR SEASONS HOTEL PHILA. G. APFEL 4/16-17/13 LODGING	1	20.00	20.00

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

August 28, 2013

Invoice: 10823154

Page 3

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/02/13	CON1	Out of Town Meals - FOUR SEASONS HOTEL PHILA. G. APFEL 5/7-8/13 LODGING	1	20.00	20.00
07/02/13	CON1	Out of Town Meals - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - MEAL 6/12/13	1	20.00	20.00
07/10/13	CON1	Out of Town Meals - SEAMLESS D. KOVSKY 6/11/13	1	19.76	19.76
07/18/13	CON1	Out of Town Meals - SCARI LUNCH W/G. APFEL AND PWC re; LOAN REVIEW PROCESS	1	8.31	8.31
<b>SubTotal For: Meals</b>					<b>\$152.39</b>

**Docket Search**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/30/13	DKT3	040113 - 063013 - PACER SERVICE	1	8.20	8.20
07/30/13	DKT3	040113 - 063013 - PACER SERVICE	1	1.40	1.40
07/30/13	DKT3	040113 - 063013 - PACER SERVICE	1	15.60	15.60
07/30/13	DKT3	040113 - 063013 - PACER SERVICE	1	854.50	854.50
<b>SubTotal For: Docket Search</b>					<b>\$879.70</b>

**Pacer Services- Court Liaison**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	8.10	8.10
07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	92.70	92.70
07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	651.90	651.90
07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	435.10	435.10
07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	455.30	455.30
07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	1.00	1.00



GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

August 28, 2013

Invoice: 10823154

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07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	0.80	0.80
07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	500.30	500.30
07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	31.10	31.10
07/31/13	FEE11	PACER SERVICES - COURT LIAISON	1	11.80	11.80
<b>SubTotal For: Pacer Services- Court Liaison</b>					<b>\$2,188.10</b>

**Filing Fees**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/12/13	FEE2	KOVSKY-APAP 061213 - US BANKRUPFAX COURT -SD NEW YORK - COURT CALL - Filing Fees	1	58.00	58.00
<b>SubTotal For: Filing Fees</b>					<b>\$58.00</b>

**Messenger Service**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/30/13	MES2	032513 - ADMIRAL COURIER	1	25.95	25.95
07/30/13	MES2	MICHAELS 052213 - ADMIRAL COURIER	1	30.75	30.75
07/30/13	MES2	052213 - ADMIRAL COURIER	1	30.75	30.75
<b>SubTotal For: Messenger Service</b>					<b>\$87.45</b>

**Messenger Service**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/09/13	MES4	FedEx: Morrison & Foerster NEW YORK CITY	1	14.54	14.54
07/09/13	MES4	FedEx: Office of US Trustee NEW YORK CITY	1	22.04	22.04
07/09/13	MES4	FedEx: Kramer Levin Naftali NEW YORK CITY	1	14.54	14.54
07/09/13	MES4	FedEx: Kirkland & Ellis NEW YORK	1	14.54	14.54

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

August 28, 2013

Invoice: 10823154

Page 5

07/09/13	MES4	FedEx: Skadden Arps Slate M NEW YORK CITY	1	14.54	14.54
07/09/13	MES4	FedEx: Residential Capital, FORT WASHINGTON	1	14.54	14.54
<b>SubTotal For: Messenger Service</b>					<b>\$94.74</b>

**Reference Service**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/11/13	REF1	Reference Service - PACER SERVICE CENTER TOOLEY PACER QUARTERLY INVOICE	1	343.10	343.10
<b>SubTotal For: Reference Service</b>					<b>\$343.10</b>

**Reference Service**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/18/13	REF3	CASEY 040113 - 063013 - PACER REFERENCE SERVICE	1	89.40	89.40
07/18/13	REF3	040113 - 063013 - PACER REFERENCE SERVICE	1	461.90	461.90
07/24/13	REF3	HENRY 040113 - 063013 - REFERENCE SERVICE	1	193.30	193.30
07/30/13	REF3	COCCIA 040113 - 063013 - REFERENCE SERVICE	1	388.00	388.00
<b>SubTotal For: Reference Service</b>					<b>\$1,132.60</b>

**Travel Expense**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - LODGING IN PHILADELPHIA 6/12-13/13	1	592.85	592.85

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

August 28, 2013

Invoice: 10823154

Page 6

07/02/13	TRV1	Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 4/16-17/13 LODGING	1	665.08	665.08
07/02/13	TRV1	Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 5/7-8/13 LODGING	1	583.00	583.00
07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - TAXI 6/11/13	1	62.19	62.19
07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - TAXI 6/11/13	1	15.00	15.00
07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - GOGO WIFI 6/1/113	1	6.95	6.95
07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - CAR RENTAL	1	273.16	273.16
07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - TAXI 6/13/13	1	36.88	36.88
07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - GOGO WIFI 6/13/13	1	5.95	5.95
07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - PARKING 6/13/13	1	40.00	40.00

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

August 28, 2013

Invoice: 10823154

Page 7

07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - MILEAGE 6/13/13	1	27.23	27.23
07/02/13	TRV1	Travel Expense - DEBORAH KOVSKY- APAP - TRAVEL EXPENSES BETWEEN NEW YORK AND PHILADELPHIA AND TO AND FROM FORT WASHINGTON 6/11-13/13 - LODGING IN NEW YORK 6/11-12/13	1	586.50	586.50
07/23/13	TRV1	Travel Expense - BOSTON COACH G. APFEL 6/13/13 CAR SERVICE	1	77.28	77.28
07/23/13	TRV1	Travel Expense - BOSTON COACH G. APFEL 6/12/13 CAR SERVICE	1	102.18	102.18
<b>SubTotal For: Travel Expense</b>					<b>\$3,074.25</b>

TOTAL EXPENSES..... \$8,010.33

TOTAL AMOUNT DUE..... \$15,636.33

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

August 28, 2013

Invoice: 10823154

Page 8

The following is a summary of the time dedicated and the fees charged to this matter by the Firm's professional staff:

		Hours	Rate	Fee
G. Apfel	Partner	5.50	850.00	4,675.00
D. Kovsky-Apap	Partner	2.80	500.00	1,400.00
S. Henry	Paralegal	6.60	235.00	1,551.00
Total		<u>14.90</u>		<u>\$7,626.00</u>

**Pepper Hamilton LLP**  
Attorneys at Law

Wells Fargo Tower  
333 South Grand Avenue  
Suite 1670  
Los Angeles, CA 90071-9500  
213.293.3130  
Fax 213.628.8690

Gary Apfel  
direct dial: 213.293.3160  
direct fax: 866.307.1028  
apfelg@pepperlaw.com

November 13, 2013

**VIA FEDERAL EXPRESS**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Darren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Office of The United States Trustee  
U.S. Federal Office Building  
201 Varick Street, Suite 1006  
New York, NY 10014  
Attn: Tracy Hope Davis, Linda A. Riffkin,  
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and  
Douglas H. Mannal

Kirkland & Ellis  
601 Lexington Avenue  
New York, NY 10022  
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and  
Jonathan H. Hofer

Residential Capital, LLC  
1100 Virginia Dr.  
Ft. Washington, Pennsylvania, 19034  
Attn: Tammy Hamzehpour

Re: ***In re Residential Capital, LLC, et al.***  
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Pepper Hamilton LLP's monthly fee statement for the period August 1, 2013 through October 31, 2013 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on November 14, 2013.

**Pepper Hamilton LLP**  
Attorneys at Law

November 13, 2013

Page 2

In the absence of a timely objection, the Debtors shall pay \$9,004.01, consisting of the sum of (a) \$7,354.80, an amount equal to 80% of the fees ( $\$7,354.80 = \$9,193.50 \times 0.80$ ) and (b) 100% of the expenses (\$1,649.21) being requested in the Statement.

Objections to the Statement are due by December 4, 2013.

Sincerely,

PEPPER HAMILTON LLP

Handwritten signature of Gary Apfel in cursive script.

Gary Apfel  
Attorney at Law

SMH  
Enc.

**Pepper Hamilton LLP**  
Attorneys at Law

Suite 3400  
Two California Plaza  
350 South Grand Avenue  
Los Angeles, CA 90071-3427  
213.928.9800

REMITTANCE PAGE

Invoice Number: 10840672  
November 11, 2013  
Matter Number: 139697.00002

Tammy Hamzehpour, General Counsel  
GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel  
Ally Financial, Inc.  
200 Renaissance Center  
Detroit, M 48265-2000

**RE: Foreclosure Look Back Review**

FOR PROFESSIONAL SERVICES RENDERED through October 31, 2013

Total Fees	\$9,193.50
Total Expenses and Services	\$1,649.21
Total Amount Due	\$10,842.71

PLEASE RETURN WITH REMITTANCE

**To Wire Payment** Wells Fargo Bank, Philadelphia, PA **ABA#** 121000248; **Acct#**: 2 0000 492 01 046  
**Swift#** WFBIUS6S

**PLEASE REFERENCE INVOICE NUMBER**





Suite 3400  
Two California Plaza  
350 South Grand Avenue  
Los Angeles, CA 90071-3427  
213.928.9800

Invoice Number: 10840672  
Client/Matter Number: 139697.00002  
November 11, 2013

Tammy Hamzehpour, General Counsel  
GMAC Mortgage, LLC  
1100 Virginia Drive  
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel  
Ally Financial, Inc.  
200 Renaissance Center  
Detroit, M 48265-2000

Requesting Attorney: Gary Apfel

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED through October 31, 2013 as follows

**RE: Foreclosure Look Back Review**

Date	Name	Services	Time
8/1/13	D. Kovsky-Apap	Review revised fee application.	0.30
8/1/13	D. Kovsky-Apap	Correspondence with G. Apfel re revised fee application.	0.10
8/2/13	S. Henry	Revise fee application cover sheet	0.10
8/2/13	S. Henry	Prepare exhibit A for fee application.	0.10
8/2/13	S. Henry	Prepare e-filing memo for interim fee application	0.10
8/2/13	S. Henry	Prepare e-mail to G. Apfel re signed certification for fee application	0.10
8/5/13	G. Apfel	Work on fee applications of Pepper and Hudson Cook.	2.80
8/5/13	S. Henry	Supplement fee application with new payment information research re confirm payments.	0.30
8/5/13	S. Henry	Prepare blackline and forward to G. Apfel.	0.20
8/5/13	S. Henry	Edit Certificate of Service.	0.10
8/5/13	S. Henry	Review fee application for compliance.	1.10
8/5/13	S. Henry	Review Hudson fee application.	0.80
8/5/13	S. Henry	Communications with D. Clarke re Hudson fee application.	0.60

GMAC Mortgage, LLC

Ally Financial, Inc.

Client/Matter Number: 139697.00002

November 11, 2013

Invoice: 10840672

Page 2

Date	Name	Services	Time
8/5/13	S. Henry	Communications with G. Apfel re Pepper fee application.	1.00
8/6/13	S. Henry	Communications with G. Apfel re filing and serving interim fee applications.	0.40
8/6/13	S. Henry	Finalize and file Pepper second interim fee application.	0.90
8/6/13	S. Henry	Communications with D. Clarke re filing and serving Hudson second interim fee applications.	0.40
8/6/13	S. Henry	Finalize and file Hudson second interim fee application.	0.70
8/6/13	S. Henry	Prepare cover letter for Pepper second interim fee application.	0.20
8/6/13	S. Henry	Telephone call with G. Apfel and E. Richards re separate proposed orders for fee applications.	0.20
8/6/13	S. Henry	Prepare e-mail to D. Clarke and D. Kovsky-Apap re separate proposed orders for fee applications.	0.10
8/6/13	S. Henry	Review objections and rules re need to submit expenses back up documents.	0.20
8/6/13	S. Henry	Revise fee application.	0.60
8/7/13	G. Apfel	Work on Fee Application.	0.90
8/7/13	D. Kovsky-Apap	Correspondence with S. Henry re certificates of service of fee applications; receive and review 10th interim retention order.	0.20
8/7/13	S. Henry	Prepare e-mail to D. Kovsky re filing certificates of service of second interim fee applications.	0.20
8/7/13	S. Henry	Finalize and file certificate of service of Pepper second interim fee application.	0.30
8/7/13	S. Henry	Finalize and file certificate of service of Hudson Cook second interim fee application.	0.30
8/7/13	S. Henry	Discussion with G. Apfel re preparing final fee application.	0.10
8/8/13	S. Henry	Prepare initial draft of third and final fee application.	0.90
8/9/13	S. Henry	Supplement final fee application	0.50
8/14/13	S. Henry	Supplement final fee application	1.50
8/14/13	S. Henry	Prepare e-mails to G. Apfel re final fee application	0.20
8/15/13	S. Henry	Finalize final fee application	2.00
8/15/13	S. Henry	Prepare e-mail to G. Apfel re final fee application	0.10
8/28/13	S. Henry	Review US Trustee's objection to Pepper's 2nd interim fee application	0.10

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Date	Name	Services	Time
9/9/13	S. Henry	Communications with D. Kovsky-Apap re appearance at September 11, 2013 hearing by telephone.	0.20
9/9/13	S. Henry	Prepare e-mail to CourtCall re D. Kovsky-Apap appearance at September 11, 2013 hearing by telephone.	0.10
9/10/13	S. Henry	Telephone calls with U.S. Bankruptcy Court for Hudson Cook hearing adjournment.	0.30
9/10/13	S. Henry	Prepare e-mails to D. Clarke, D. Kovsky-Apap and G. Apfel re Hudson Cook hearing adjournment.	0.30
9/10/13	S. Henry	File notice of adjournment for Hudson Cook interim fee application hearing.	0.40
9/10/13	S. Henry	Prepare notice of adjournment for Hudson Cook interim fee application hearing.	0.30
9/10/13	S. Henry	Prepare e-mail to D. Clarke, D. Kovsky-Apap and G. Apfel re as-filed Notice of Adjournment for hearing	0.10
9/10/13	S. Henry	Telephone call with D. Clark re hearing adjournment	0.10
9/11/13	D. Kovsky-Apap	Prepare for and attend hearing on fee application.	1.50
9/11/13	S. Henry	Telephone call to U.S. Bankruptcy Court re confirm new date for Hudson Cook fee application hearing.	0.10
9/11/13	S. Henry	Prepare draft proposed order approving Pepper second interim fee application.	0.30
9/11/13	S. Henry	Prepare e-mail to D. Kovsky-Apap and G. Apfel re proposed order approving Pepper second interim fee application.	0.10
9/30/13	S. Henry	Update final fee application with latest payments and order approving second interim application	0.40
9/30/13	S. Henry	Review order approving second interim application	0.10
10/8/13	S. Henry	Telephone calls with U.S. Bankruptcy Court re status of 10/9/13 Hudson Cook fee application hearing.	0.30
10/8/13	S. Henry	Prepare e-mails to G. Apfel and D. Kovsky-Apap re possible adjournment of fee application hearing.	0.20
10/8/13	S. Henry	Communications with D. Clarke re if 10/9/13 fee application hearing is going forward.	0.50
10/8/13	S. Henry	Prepare second notice of adjournment of hearing on Hudson Cook fee application.	0.30
10/8/13	S. Henry	File and serve second notice of adjournment of hearing on Hudson Cook fee application.	0.50
10/23/13	S. Henry	Telephone calls to U.S. Bankruptcy Court re hearing date for Hudson Cook fee application.	0.20

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>
10/23/13	S. Henry	Prepare e-mail to D. Clark re hearing date for Hudson Cook second interim fee application.	0.20
10/23/13	S. Henry	Revise third interim and final fee application.	0.40
10/23/13	S. Henry	Prepare e-mail to G. Apfel and D. Kovsky-Apap re third interim and final fee application.	0.10
10/23/13	S. Henry	Prepare notice of adjournment of hearing.	0.30
10/24/13	S. Henry	Telephone call to US Bankruptcy Court re hearing date for Hudson Cook fee application	0.10
10/24/13	S. Henry	Prepare e-mail to D. Clark re notice of adjournment of hearing date for Hudson Cook second interim fee application	0.30
10/24/13	S. Henry	Prepare e-mail to D. Kovsky-Apap re notice of adjournment of hearing date for Hudson Cook second interim fee application	0.10
10/25/13	S. Henry	File notice of adjournment of hearing date for Hudson Cook second interim fee application.	0.40
10/25/13	S. Henry	Prepare e-mail to D. Clarke re as-filed notice of adjournment of hearing date for Hudson Cook second interim fee application.	0.10
10/30/13	A. Shields	Review pleadings & incorporate into case management records as appropriate.	0.30

TOTAL CHARGEABLE HOURS ..... 27.30

TOTAL FEES ..... \$9,193.50

**Meals**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
08/05/13	CON1	Meals - FOUR SEASONS HOTEL PHILA.DELPHIA - G. APFEL 6/11-12/13 LODGING	1	20.00	20.00
<b>SubTotal For: Meals</b>					<b>\$20.00</b>

**Filing Fees**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
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10/07/13	FEE2	KOVSKY-APAPA 092513 - US BANKRUPFAX COURT SD NEW YORK - COURT CALL - Filing Fees	1	51.00	51.00
<b>SubTotal For: Filing Fees</b>					<b>\$51.00</b>

**Messenger Service**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
08/09/13	MES2	S HENRY 072213 - ADMIRAL COURIER	1	30.75	30.75
<b>SubTotal For: Messenger Service</b>					<b>\$30.75</b>

**Messenger Service**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/30/13	MES4	FedEx: Office of US Trustee NEW YORK CITY	1	22.04	22.04
07/30/13	MES4	FedEx: Morrison & Foerster NEW YORK CITY	1	14.54	14.54
07/30/13	MES4	FedEx: Kramer Levin Naftali NEW YORK CITY	1	14.54	14.54
07/30/13	MES4	FedEx: Kirkland & Ellis NEW YORK	1	14.54	14.54
07/30/13	MES4	FedEx: Skadden Arps Slate M NEW YORK CITY	1	14.54	14.54
07/30/13	MES4	FedEx: Residential Capital, FORT WASHINGTON	1	14.54	14.54
08/13/13	MES4	FedEx: Vito Genna, Clerk o NEW YORK	1	15.13	15.13
08/13/13	MES4	FedEx: Hon Martin Glenn NEW YORK	1	15.13	15.13
08/13/13	MES4	FedEx: Morrison & Foerster NEW YORK CITY	1	15.13	15.13
08/13/13	MES4	FedEx: Office of the United NEW YORK CITY	1	15.13	15.13
08/13/13	MES4	FedEx: Kramer Levin Naftali NEW YORK CITY	1	15.13	15.13
08/13/13	MES4	FedEx: Kirkland & Ellis NEW YORK	1	15.13	15.13

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08/13/13	MES4	FedEx: Office of the United POUGHKEEPSIE	1	15.13	15.13
08/13/13	MES4	FedEx: Residential Capital, FORT WASHINGTON	1	14.59	14.59
08/13/13	MES4	FedEx: Dana F Clarke SANTA ANA	1	23.16	23.16
09/10/13	MES4	FedEx: Residential Capital, FORT WASHINGTON	1	10.18	10.18
09/10/13	MES4	FedEx: Skadden Arps Slate M NEW YORK CITY	1	10.18	10.18
09/10/13	MES4	FedEx: Kirkland & Ellis NEW YORK	1	10.18	10.18
09/10/13	MES4	FedEx: Kramer Levin Naftali NEW YORK CITY	1	10.18	10.18
09/10/13	MES4	FedEx: Office of US Trustee NEW YORK CITY	1	10.18	10.18
09/10/13	MES4	FedEx: Morrison & Foerster NEW YORK CITY	1	10.18	10.18
09/17/13	MES4	FedEx: Morrison & Foerster NEW YORK CITY	1	14.68	14.68
09/17/13	MES4	FedEx: Office of US Trustee NEW YORK CITY	1	14.68	14.68
09/17/13	MES4	FedEx: Kramer Levin Naftali NEW YORK CITY	1	14.68	14.68
09/17/13	MES4	FedEx: Kirkland & Ellis NEW YORK	1	14.68	14.68
09/17/13	MES4	FedEx: Skadden Arps Slate M NEW YORK CITY	1	14.68	14.68
09/17/13	MES4	FedEx: Residential Capital, FORT WASHINGTON	1	14.68	14.68
09/17/13	MES4	FedEx: Office of the United POUGHKEEPSIE	1	14.68	14.68
10/15/13	MES4	FedEx: Morrison & Foerster NEW YORK CITY	1	14.78	14.78
10/15/13	MES4	FedEx: Office of US Trustee NEW YORK CITY	1	14.78	14.78

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10/15/13	MES4	FedEx: Kramer Levin Naftali NEW YORK CITY	1	14.78	14.78
10/15/13	MES4	FedEx: Kirkland & Ellis NEW YORK	1	14.78	14.78
10/15/13	MES4	FedEx: Skadden Arps Slate M NEW YORK CITY	1	14.78	14.78
10/15/13	MES4	FedEx: Residential Capital, FORT WASHINGTON	1	14.78	14.78
10/15/13	MES4	FedEx: Office of the United POUGHKEEPSIE	1	14.78	14.78
10/15/13	MES4	FedEx: Vito Genna NEW YORK	1	10.28	10.28
10/15/13	MES4	FedEx: Hon Martin Glenn NEW YORK	1	10.28	10.28
<b>SubTotal For: Messenger Service</b>					<b>\$526.26</b>

**Reference Service**

<b><u>Date</u></b>	<b><u>Code</u></b>	<b><u>Description</u></b>	<b><u>Units</u></b>	<b><u>Cost</u></b>	<b><u>Value</u></b>
10/22/13	REF3	HENRY 070113 - 093013 - PACER REFERENCE SERVICE	1	82.90	82.90
<b>SubTotal For: Reference Service</b>					<b>\$82.90</b>

**Travel Expense**

<b><u>Date</u></b>	<b><u>Code</u></b>	<b><u>Description</u></b>	<b><u>Units</u></b>	<b><u>Cost</u></b>	<b><u>Value</u></b>
08/05/13	TRV1	Travel Expense - FOUR SEASONS HOTEL PHILA. G. APFEL 6/11-12/13 LODGING	1	938.30	938.30
<b>SubTotal For: Travel Expense</b>					<b>\$938.30</b>

TOTAL EXPENSES..... \$1,649.21

TOTAL AMOUNT DUE..... \$10,842.71

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The following is a summary of the time dedicated and the fees charged to this matter by the Firm's professional staff:

Name	Title	Hours	Rate	Fee
G. Apfel	Partner	3.70	850.00	3,145.00
D. Kovsky-Apap	Partner	2.10	500.00	1,050.00
S. Henry	Paralegal	21.20	235.00	4,982.00
A. Shields	Bankruptcy Asst	0.30	55.00	16.50
Total		<u>27.30</u>		<u>\$9,193.50</u>



# **EXHIBIT F**



BOARD OF GOVERNORS  
OF THE  
**FEDERAL RESERVE SYSTEM**  
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE  
TO THE BOARD

May 20, 2013

By email and U.S. Mail

Gary Apfel, Esq.  
Pepper Hamilton LLP  
333 South Grand Avenue  
Suite 1670  
Los Angeles, CA 90071-9500

Dear Mr. Apfel:

I write in response to your request dated May 14, 2013, that you be permitted to disclose certain confidential supervisory information of the Board in connection with Pepper Hamilton's interim fee application filed in the Chapter 11 bankruptcy case of GMAC Mortgage LLC ("GMACM"), currently pending in the Bankruptcy Court for the Southern District of New York. You explain that Pepper Hamilton serves as the Independent Legal Consultant ("ILC") to PricewaterhouseCoopers ("PwC"), which in turn is the Independent Consultant appointed pursuant to a Consent Order (the "Consent Order") issued by the Board of Governors of the Federal Reserve System (the "Board") against Ally Financial, Inc., ResCap, and GMACM. Following GMACM's bankruptcy filing, in order to be paid for its work as Independent Legal Counsel, Pepper Hamilton is required to file fee applications with the bankruptcy court. The United States Trustee has objected to Pepper Hamilton's most recent fee application, covering work performed from May through December 2012, claiming that Pepper Hamilton provided insufficient detail to justify allowance of fees.

You have provided me with a draft of your proposed response to this objection. In your response, you detail the work that Pepper Hamilton has performed as part of the Independent Foreclosure Review ("IFR") ordered by the Board in the Consent Order. As you note in your draft response, the work performed by Pepper Hamilton in developing and performing its review processes under the IFR was done at the direction of and under the guidance and supervision of the Board pursuant to the Consent Order. The Federal Reserve oversaw PwC's and Pepper Hamilton's creation of a system that would meet the supervisory goals of the IFR. Accordingly, Pepper Hamilton's work product, including but not limited to memoranda, checklists, databases and detailed descriptions of the review process, constitute confidential supervisory information of the Board pursuant to the Board's regulations, 12 C.F.R. § 261.2(c). The particular information in the response regarding the precise steps taken by PwC and Pepper Hamilton under the Consent Orders issued by the Board has not been made public. Accordingly, you properly requested the Board's permission to disclose this information in connection with Pepper

Hamilton's fee petition. You have committed to seek an order permitting Pepper Hamilton to file the information under seal in order to protect its confidentiality.

Requests for authority to disclose confidential supervisory information of the Board are subject to the Board's Rules Regarding Availability of Information. 12 C.F.R. § 261.21. On the basis of your letter and other information conveyed to Board staff, I have determined that Pepper Hamilton has demonstrated the requisite need to disclose the information as proposed, subject to the limitations and restrictions described herein, and that such approval would be consistent with the Board's supervisory and regulatory responsibilities. Accordingly, I am authorizing Pepper Hamilton to file a document substantially similar to the draft you provided, subject to the condition that Pepper Hamilton first seek and obtain an order enabling it to file the document under seal and available only to court personnel and the United States Trustee. Further, should any party (including the United States Trustee) seek to lift the order to seal at any time, Pepper Hamilton will promptly notify the Board of Governors so that we may take appropriate steps to protect the confidentiality of our information.

Sincerely,

*Kit Wheatley  
by Jennifer Sutton*

Katherine H. Wheatley  
Associate General Counsel